



MARUTI INFRASTRUCTURE LIMITED
26th ANNUAL REPORT 2019 - 2020

**MARUTI INFRASTRUCTURE LIMITED**

CIN - L65910GJ1994PLC023742

CORPORATE INFORMATION**BOARD OF DIRECTORS**

| | | |
|-----------------------|----------------|------------------------------|
| Mr. Nimesh D. Patel | DIN - 00185400 | Chairman & Managing Director |
| Mrs. Hiteshi N. Patel | DIN - 01827517 | Non Executive Director |
| Mr. Chetan A. Patel | DIN - 00185194 | Independent Director |
| Mr. Nishit P. Patel | DIN - 00185148 | Independent Director |
| Mr. Niketan R. Shah | DIN - 00185439 | Independent Director |

COMPANY SECRETARY & COMPLIANCE OFFICERMr. Alfez Solanki (w.e.f. 02nd January, 2020)**CHIEF FINANCIAL OFFICER**

Mr. Pratik Acharya

STATUTORY AUDITORS

M/s. Philip Fernandes & Co.
Chartered Accountants,
Ahmedabad

BANKERS

The Mehsana Urban Co. Op Bank Ltd
Sardar Vallabhbai Sahakari Bank Limited
The Karur Vysya Bank Limited

AUDIT COMMITTEE

Mr. Niketan R. Shah - Chairman
Mr. Chetan A. Patel - Member
Mr. Nishit P. Patel - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Chetan A. Patel - Chairman
Mr. Niketan R. Shah - Member
Mr. Nishit P. Patel - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Chetan A. Patel - Chairman
Mr. Nimesh D. Patel - Member
Mr. Nishit P. Patel - Member

REGISTRAR & SHARE TRANSFER AGENT

M/s Link Intime India Private Limited
5th Floor, 506 to 508,
Amarnath Business Centre – 1 (ABC-1),
Nr. St. Xavier's College Corner,
Ahmedabad - 380006.
Phone – (079) 2646 5179
Email -ahmedabad@linkintime.co.in
Website -www.linkintime.co.in

REGISTERED OFFICE

802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad-380015
Phone – 07926860740 | **Email** –maruti_infra@yahoo.com | **Website** -www.marutiinfra.in

SECURITY CODE: BSE - 531540**ISIN NUMBER: INE392G01010**

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MARUTI INFRASTRUCTURE LIMITED

CIN: L65910GJ1994PLC023742

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

Phone No: 079 26860740, **Email :** maruti_infra@yahoo.com

Website : www.marutiinfra.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of **MARUTI INFRASTRUCTURE LIMITED (CIN - L65910GJ1994PLC023742)** will be held on **Wednesday, 30th September, 2020** at **11:45 a.m.** through Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Nimesh D. Patel (DIN: 00185400) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. 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 in accordance with the provisions of sections 196, 197, 200, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by Board of Directors and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nimesh D. Patel (holding DIN:00185400) as the Managing Director designated as Chairman and Managing Director of the Company with effect from 01st August, 2020, for a period of three years on the terms and conditions including remuneration as set out hereunder:

1. Period of Re-appointment

The period of re-appointment is for the period from 01st August, 2020 to 31st July, 2023.

2. Remuneration

(A) Monthly Salary of Rs.125,000/- (Rs One Lakh Twenty Five Thousand Only)

(B) Perquisites

- i. In addition to the salary as above, Mr. 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 Mr. 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.

3. 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.

4. Sitting Fees:

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

5. 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.”

4. Re-appointment of Mr. Chetan A. Patel, as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chetan A. Patel (holding DIN: 00185194) who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company for the period of five consecutive years who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years commencing from 30th September, 2019 to 29th September, 2024, as per the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

**5. Re-appointment of Mr. Niketan R. Shah, as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Niketan R Shah (holding DIN: 00185439) who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company for the period of five consecutive years who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years commencing from 30th September, 2019 to 29th September, 2024, as per the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

6. Re-appointment of Mr. Nishit P. Patel, as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nishit P. Patel (holding DIN: 00185148) who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company for the period of five consecutive years who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years commencing from 30th September, 2019 to 29th September, 2024, as per the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

By Order of the Board
For, MARUTI INFRASTRUCTURE LIMITED

Place: Ahmedabad
Date: 19th August, 2020

NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00185400)

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business in respect of Item No. 3 to 6 of the Notice to be transacted at the AGM is annexed hereto.
2. In view of outbreak of COVID-19 pandemic and requirement of maintaining social distancing and avoidance of public gathering, Ministry of Corporate Affairs (MCA) provided relaxation vide its circular No. 14/2020 dated 8th April, 2020, circular No. 17/2020 dated 13th April, 2020 and circular No. 20/2020 dated 5th May, 2020 ('MCA Circulars') permitted the holding of the Annual General Meeting (AGM) of companies through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without physical presence of the Members at a common venue. In view of the above and in compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars, SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 26th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing / Other Audio Visual Means (VC/OAVM) and physical attendance of Members to AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at maruti_infra@yahoo.com.
5. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at the Annual General Meeting is attached hereto.
7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
8. The requirement to place the matter relating to ratification of appointment of Auditors by Members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, M/s Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration no. 128122W) who were appointed in the 23rd Annual General Meeting held on 29th September, 2017 for a period of five years.
9. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 and also the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the other documents will be available electronically for inspection by the members without any fees from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2020. Members seeking to inspect such documents can send an email to maruti_infra@yahoo.com.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting



transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01st April , 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.

11. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to Link Intime India Private Limited (RTA of the Company) at the following address quoting reference of the Registered Folio Number:

M/s. Link Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Ahmedabad - 380006.
Phone – 079 2646 5179, Email - ahmedabad@linkintime.co.in

13. In compliance with the above mentioned MCA Circulars and SEBI Circular, Notice of the 26th AGM, Annual Report and instruction for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company/Depository Participant(s). The Copy of Notice of 26th AGM and Annual Report will also be available on the website of the Company at www.marutiinfra.in, and BSE Limited (BSE) at www.bseindia.com.
14. The members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited/Depository Participant(s) as under:

For Physical shareholders:-

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card), Email ID & Mobile No. by email at ahmedabad@linkintime.co.in.

For Demat shareholders:-

Please contact your Depository Participant (DP) and register your email ID, Mobile No., PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) with your DP as per the process advised by your DP.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and above mentioned MCA Circulars, the members are provided with the facility to cast their vote by electronic means through the remote e-voting or through e-voting on the date of AGM, by using the platform provided by CDSL and the business may be transacted through such voting. The process for electronically voting is mentioned herein below.
16. 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 i.e. Wednesday, 23rd September, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 26th AGM.



17. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on cut-off date i.e. Wednesday, 23rd September, 2020.
18. 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 holding shares as on the Cut-off date i.e. Wednesday, 23rd September, 2020, shall be entitled to exercise his/her vote electronically i.e. through remote e-voting or through e-voting system at the 26th AGM. Such members may obtain Sequence No. for e-voting by sending a request at maruti_infra@yahoo.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
19. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
20. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such vote cast through remote e-voting shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM through VC/OAVM, however such Member shall not be allowed to vote again during the AGM.
21. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
22. Mr. Bharat A. Prajapati, Proprietor of M/s. Bharat Prajapati & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of 26th AGM in a fair and transparent manner.
23. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.marutiinfra.in, within 48 hours after the conclusion of the 26th AGM of the Company and will also be submitted to the BSE Limited (BSE) where the shares of the Company are listed.
24. Process and manner for members opting for voting through Electronic means:
 - (i) The voting period begins on Sunday, 27th September, 2020 at 9:00 a.m. and ends on Tuesday, 29th September, 2020 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 Wednesday, 23rd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - (iii) The shareholders should Log on to the e-voting website www.evotingindia.com
 - (iv) Click on "Shareholders" tab.



- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field which will be communicated by email. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none"> ▪ 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 (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <MARUTI INFRASTRUCTURE LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also use Mobile app - “m-Voting” for e-voting. The m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz maruti_infra@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. Instructions for members attending the AGM through VC/OAVM are as under:

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- (iii) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their



respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at maruti_infra@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at maruti_infra@yahoo.com. These queries will be replied to by the company suitably by email.
- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

26. Instructions for Shareholders for E-Voting during the AGM are as under:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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):

| | | | | |
|---|--|--|--|--|
| Name of Director | Mr. Nimesh D Patel | Mr. Chetan A Patel | Mr. Niketan R Shah | Mr. Nishit P Patel |
| DIN | 00185400 | 00185194 | 00185439 | 00185148 |
| Date of Birth | 01/06/1969 | 17/06/1971 | 08/01/1951 | 28/02/1970 |
| Date of First Appointment on the Board | 02/12/1994 | 30/04/2005 | 17/12/2005 | 30/04/2005 |
| Qualifications | Diploma in Civil Engineering | Diploma in Civil Engineering | BCOM, D.T.P | Diploma in Civil Engineering |
| Brief Resume, Experience and expertise in specific functional area | Mr. Nimesh D Patel is having experience of more than 25 in the field of Construction and Infrastructure activity. | Mr. Chetan A Patel is having experience of more than 18 years in Civil construction work for Industrial work & Low / High Rise building for Residential & Commercial and Industrial Work and Institutional Building. | Mr. Niketan R Shah is having experience of more than 37 years in Finance & Business Management and office administration management. | Mr. Nishit P Patel is having experience of more than 25 years in Civil construction work for Commercial Building & Residential Apartments - Low Rise / High Rise Tower. |
| Terms and conditions of appointment / re-appointment | He retires by rotation at 26 th Annual General Meeting and offers himself for re-appointment. Further he has been re-appointed as a Managing Director for a period of three years commencing from 1 st August, 2020, subject to approval of the members, as per the resolution at Item no. 3 of the Notice convening this Meeting read with explanatory statement thereto. | He has been re-appointed as an Independent Director not liable to retire by rotation for a second term of five consecutive years commencing from 30 th September, 2019 to 29 th September, 2024, subject to approval of the members, as per the resolution at Item no. 4 of the Notice convening this Meeting read with explanatory statement thereto. | He has been re-appointed as an Independent Director not liable to retire by rotation for a second term of five consecutive years commencing from 30 th September, 2019 to 29 th September, 2024, subject to approval of the members, as per the resolution at Item no. 5 of the Notice convening this Meeting read with explanatory statement thereto. | He has been re-appointed as an Independent Director not liable to retire by rotation for a second term of five consecutive years commencing from 30 th September, 2019 to 29 th September, 2024, subject to approval of the members, as per the resolution at Item no. 6 of the Notice convening this Meeting read with explanatory statement thereto. |
| No. of Board Meetings held during financial year 2019-2020 | 7/7 | 7/7 | 7/7 | 7/7 |



| | | | | |
|---|---|-----|-----|-----|
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | 1.Karnavati Club Limited | Nil | Nil | Nil |
| Memberships / Chairmanships of committees of other public companies | Nil | Nil | Nil | Nil |
| No. of Equity Shares held in the Company | 43,15,100 | Nil | 100 | Nil |
| Inter-se relationship with other Directors and Key Managerial Personnel | Mr. Nimesh Patel is husband of Mrs. Hiteshi Patel | Nil | Nil | Nil |
| Remuneration sought to be paid and the remuneration last drawn | The details of remuneration sought to be paid is given in item no. 3 of the Notice. Remuneration last drawn is Rs 9 Lacs for financial year 2019-20. | Nil | Nil | Nil |

By Order of the Board
For, MARUTI INFRASTRUCTURE LIMITED

Place: Ahmedabad
Date: 19th August, 2020

NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00185400)

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

**ANNEXURE TO THE NOTICE**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 03:

This item relates to the re-appointment of Mr. Nimesh D. Patel (DIN: 00185400) as a Managing Director designated as Chairman & Managing Director. Mr. Nimesh D. Patel was re-appointed as a Managing Director designated as Chairman and Managing Director with effect from 1st August, 2017 and his term was expired on 31st July, 2020.

Mr. Nimesh D. Patel has a successful track record in Construction industry for more than 25 years. He leads the Company and has rich experience in handling the overall management affairs of the company.

During his tenure he has continuously contributed in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has, on recommendation of Nomination and Remuneration Committee, considered to reappoint him as a Managing Director designated as Chairman and Managing Director for a further period of 3 years with effect from 01st August, 2020 subject to the approval of the members of the company in general meeting.

In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013, if the conditions mentioned therein are fulfilled. One of the conditions being that “a special resolution is required to be passed at the general meeting of the company for payment of remuneration for a period not exceeding three years”. In view of the above the remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee for a period of 3 years with effect from 01st August, 2020.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting and hence necessary Special Resolution has been proposed for your approval.

This statement containing following information is given as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:**1) Nature of Industry:**

Maruti Infrastructure Limited was incorporated on 2nd 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 st March, 2020 | 31 st March, 2019 |
|----------------------------|------------------------------|------------------------------|
| Total Revenue | 3217.90 | 2968.89 |
| Total Expenses | 3125.88 | 2930.83 |
| Profit / (Loss) before Tax | 92.02 | 38.06 |
| Tax Expenses | 28.11 | 10.13 |
| Profit After Tax | 63.91 | 27.93 |

5) Foreign Investments or collaboration:

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

II. Information about Mr. Nimesh D. Patel:**1) Background details:**

Mr. Nimesh D. Patel aged 51 years, is Diploma in 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 Mr. 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:

Mr. Nimesh D. Patel is looking after the 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. 125,000/- and other terms and conditions as specified in the resolution set out at item no. 3 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 Mr. 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:

Mrs. Hiteshi N. Patel is a wife of Mr. Nimesh D. Patel. Apart from managerial remuneration and dividend emoluments and other corporate benefits for which Mr. 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:**

The Company has not suffered losses during the F.Y. 2019-20. However, 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 Mr. Nimesh D. Patel has been made in the Report on Corporate Governance which forms part of the Annual Report.

This may be treated as a written statement setting out the terms of appointment and remuneration of Mr. Nimesh D. Patel, as a Chairman and Managing Director under Section 190 of the Companies Act, 2013.

The appointment and remuneration of Mr. Nimesh D. Patel has been approved by the Board of Directors. The Board of Directors of your Company recommends the approval of the appointment of Mr. Nimesh D. Patel, on new terms with effect from 01st August, 2020 for a period of three years.

Mr. Nimesh D. Patel satisfies all the conditions set out in Part I of Schedule V as also under Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Chairman and Managing Director of the Company.

The Company has received declaration from Mr. Nimesh D. Patel confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, or any such statutory authority.

Mr. Nimesh D. Patel and Mrs. Hiteshi N. Patel (being a relative of Mr. Nimesh D. Patel) are interested in the resolution set out at item no. 3 of the Notice, which pertains to the re-appointment of Mr. Nimesh D. Patel as Managing Director designated as Chairman & Managing Director.

The relatives of Mr. Nimesh D. Patel may be deemed interested in the resolution set out at Item No. 3 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. 3 of the Notice for approval by the members.

ITEM NO. 04:

Mr. Chetan A. Patel (holding DIN: 00185194) was appointed as Independent Director in 20th AGM held on 30th September, 2014 to hold office for 5 (five) consecutive years for a term up to September 30, 2019. The Board of Directors at the meeting held on 30th September, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, the Board has proposed his re-appointment as an Independent Director for a second term of five consecutive years, commencing from 30th September, 2019 to 29th September, 2024.

He fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special Resolution by the shareholders of the Company. The Company has received from him a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his re-appointment as an Independent Director.

The Company has received declaration from Mr. Chetan A. Patel confirming that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, or any such statutory authority.



In the opinion of the Board, Mr. Chetan A. Patel fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Chetan A. Patel is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the re-appointment of Mr. Chetan A. Patel as an Independent Director is being placed before the Members for their approval.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to have him as an Independent Director on the Board of the Company.

The copy of the draft appointment letter containing the terms and conditions of the appointment of Mr. Chetan A. Patel as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) except Saturdays, Sundays and also available on the website of the Company i.e www.marutiinfra.in.

Your Directors recommends the passing of the proposed Special Resolution.

Except Mr. Chetan A. Patel, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 05:

Mr. Niketan R. Shah (holding DIN: 00185439) was appointed as Independent Director in 20th AGM held on 30th September, 2014 to hold office for 5 (five) consecutive years for a term up to September 30, 2019. The Board of Directors at the meeting held on 30th September, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, the Board has proposed his re-appointment as an Independent Director for a second term of five consecutive years, commencing from 30th September, 2019 to 29th September, 2024.

He fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special Resolution by the shareholders of the Company. The Company has received from him a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his re-appointment as an Independent Director.

The Company has received declaration from Mr. Niketan R. Shah confirming that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, or any such statutory authority.

In the opinion of the Board, Mr. Niketan R. Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Niketan R. Shah is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the re-appointment of Mr. Niketan R. Shah as an Independent Director is being placed before the Members for their approval.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to have him as an Independent Director on the Board of the Company.

The copy of the draft appointment letter containing the terms and conditions of the appointment of Mr. Niketan R. Shah as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) except Saturdays, Sundays and also available on the website of the Company i.e www.marutiinfra.in.

Your Directors recommends the passing of the proposed Special Resolution.



Except Mr. Niketan R. Shah, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 06:

Mr. Nishit P. Patel (holding DIN: 00185148) was appointed as Independent Director in 20th AGM held on 30th September, 2014 to hold office for 5 (five) consecutive years for a term up to September 30, 2019. The Board of Directors at the meeting held on 30th September, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, the Board has proposed his re-appointment as an Independent Director for a second term of five consecutive years, commencing from 30th September, 2019 to 29th September, 2024.

The Company has received declaration from Mr. Nishit P. Patel confirming that he fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special Resolution by the shareholders of the Company. The Company has received from him a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his re-appointment as an Independent Director.

He is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, or any such statutory authority.

In the opinion of the Board, Mr. Nishit P. Patel fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Nishit P. Patel is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the re-appointment of Mr. Nishit P. Patel as an Independent Director is being placed before the Members for their approval.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to have him as an Independent Director on the Board of the Company.

The copy of the draft appointment letter containing the terms and conditions of the appointment of Mr. Nishit P. Patel as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) except Saturdays, Sundays and also available on the website of the Company i.e www.marutiinfra.in.

Your Directors recommends the passing of the proposed Special Resolution.

Except Mr. Nishit P. Patel, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

By Order of the Board

For, MARUTI INFRASTRUCTURE LIMITED

Place: Ahmedabad

Date: 19th August, 2020

Registered Office:

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

NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00185400)



DIRECTORS' REPORT

To,
The Members,
Maruti Infrastructure Limited

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the financial year ended on 31st March, 2020.

1. FINANCIAL RESULTS:

The Financial performance of your Company for the financial year ended on 31st March, 2020 is summarised below:

(Rs. in Lakhs)

| Particulars | 2019-2020 | 2018-2019 |
|-------------------------------------|--------------|--------------|
| Total Revenue | 3217.90 | 2968.89 |
| Total Expenses | 3125.88 | 2930.83 |
| Profit / (Loss) before Tax | 92.02 | 38.06 |
| Less: Tax Expenses | 28.11 | 10.13 |
| Profit / (Loss) for the Year | 63.91 | 27.93 |

2. STATE THE COMPANY'S AFFAIRS AND OPERATIONS:

The Company is engaged in business of Infrastructure & Construction Project mainly into affordable EWS Housing Projects and Urban Infra Projects. The Company is affiliated with Professional Institutes such as Gujarat Institute of Housing and Estate Developers (GIHED), Builder Association of India (BAI), the Gujarat Institute of Civil Engineers and Architects (GICEA), Indian Plumbing Association (IPA), Gujarat Contractor Association (GCA).

The Company is registered as approved Contractors in "AA" Class in R&B Division for the whole of Gujarat State & Ahmedabad Municipal Corporation.

During the year ended on 31st March, 2020, the total revenue of the Company was Rs. 3217.90 Lakhs compared to Rs. 2968.89 Lakhs of previous financial year and the net profit for the current year was Rs. 63.91 Lakhs compared to Rs. 27.93 Lakhs of the previous year.

3. CHANGE IN NATURE OF BUSINESS:

During the Financial year 2019-2020, there was no change in the nature of business of the Company.

4. TRANSFER TO RESERVES:

During the financial year under review, no amount has been transferred to General Reserve.

5. DIVIDEND:

In order to conserve the financial resources, the Board of Directors of the Company do not recommended any dividend for the financial year 2019-2020.

6. 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.

7. SHARE CAPITAL:

The paid-up equity share capital of the Company as on 31st March, 2020 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.

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

There are no material changes and commitments, except the impact of Covid-19 pandemic, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

9. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES :

There are no holding, subsidiaries, joint ventures or associate company of the Company. During the financial year ended on 31st March, 2020, 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.

10. POLICY FOR DETERMINING MATERIAL SUBSIDIARY:

The Board of Directors of the Company has approved a policy on determining Material Subsidiary which is available on the website of the Company at www.marutiinfra.in. The Company has complied with the corporate governance requirements with respect to subsidiary / unlisted material subsidiary as per Regulation 24 of the Listing Regulations.

11. 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 as 'Annexure - I' to this report and same is also available on the on the website of the Company at www.marutiinfra.in.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**▪ Composition of Board:**

Your Company has an appropriate mix of Executive, Non-Executive and Independent Director for proper function of governance and management.

As on 31st March, 2020, our Board comprised of 5 members, consisting of 1 Executive Director, 1 Non Executive Non Independent Director and 3 Independent Director.

The Following is the composition of Board as on 31st March, 2020:

| Name of Director | Category |
|-------------------------|--------------------------------|
| Mr. Nimesh Patel | Chairman and Managing Director |
| Mrs. Hiteshi N Patel | Non Executive Director |
| Mr. Chetan A Patel | Independent Director |
| Mr. Niketan R Shah | Independent Director |
| Mr. Nishit P Patel | Independent Director |

The relevant details in terms of Sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director proposed to be re-appointed, are provided in the Notice for convening the 26th Annual General Meeting of the Company.

▪ Retirement by rotation and Re-appointment of Director:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nimesh D. Patel (DIN: 00185400), Director of the Company, retires by rotation at the 26th Annual General Meeting and is eligible for offers himself for re-appointment. The Board recommended his re-appointment.



▪ **Re-appointment of Managing Director :**

Mr. Nimesh D. Patel was previously re-appointed as a Managing Director designated as Chairman and Managing Director for the period from 1st August, 2017 to 31st July, 2020. Pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder, on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Nimesh D. Patel (DIN: 00185400) as a Managing Director designated Chairman and Managing Director for a period of three years with effect from 1st August, 2020 and concluding on 31st July, 2023, subject to approval of Members in General Meeting.

▪ **Re-appointment of Independent Director :**

Pursuant to provisions of Companies Act, 2013 (“the Act”), the shareholders of the Company in the 20th Annual General Meeting of the Company held on 30th September, 2014 appointed Mr. Chetan A. Patel, Mr. Niketan R. Shah and Mr. Nishit P. Patel as Independent Directors of the Company to hold the office for a period of five (5) consecutive years upto 30th September, 2019. As per the provisions of Section 149 read with Section 152 and Schedule IV to the Act, the aforesaid mentioned Independent Directors are eligible for re-appointment for a second term of five (5) consecutive years.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30th September, 2019, subject to the approval of the members in the forthcoming AGM, approved the re-appointment of Independent Directors viz. Mr. Chetan A. Patel, Mr. Niketan R. Shah and Mr. Nishit P. Patel to hold office for second term of five (5) consecutive years commencing from 30th September, 2019.

▪ **Key Managerial Personnel :**

Pursuant to Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company as on 31st March, 2020:

| Name | Designation |
|---------------------|--|
| Mr. Nimesh D. Patel | Chairman & Managing Director |
| Mr. Pratik Acharya | Chief Financial Officer |
| Mr. Alfez Solanki | Company Secretary & Compliance Officer |

During the financial year 2019-20, Ms. Neha Parmar resigned as a Company Secretary and Compliance officer of the Company w.e.f 09th July, 2019 in place for her Mr. Alfez Solanki was appointed as a Company Secretary and Compliance Officer of the Company w.e.f 02nd January, 2020.

Except above, there was no change in the Directors or Key Managerial Personnel during the year.

▪ **Declaration of Independence from Independent Director :**

The Company has received declaration of Independence as stipulated under section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of the Listing Regulations from all the 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 Nomination and Remuneration Committee has carried out the annual evaluation of performance of the Director/Board/ Committees of Board. The Board of Directors have carried out the annual evaluation of performance of its own, 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.

▪ **Nomination and Remuneration Policy:**

The Company has framed and adopted the Nomination and Remuneration Policy for selection and appointment of Directors, Key Managerial Personnels (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. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Annual Report. The said policy is available on the website of the Company at www.marutiinfra.in.

▪ **Meetings of Board:**

During the financial year 2019-20, 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.

13. BOARD COMMITTEES:

The Board of Directors of your Company have 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, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) 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 Corporate Governance Section of the Annual Report.

14. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors of the Company met on 14th February, 2020, 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.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) and Section 134(5) 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 financial year ended 31st March, 2020, the applicable accounting standards had 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 as at 31st March, 2020 and of the profit and loss of the



company for the financial year ended 31st March, 2020;

- (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.

16. AUDITORS AND AUDIT REPORTS:

▪ Statutory Auditors:

M/s. Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 128122W), was appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on 29th September, 2017 for a period of five years from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting, subject to ratification of the appointment by the Members at every subsequent Annual General Meeting.

Pursuant to the notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence, your Company has not proposed ratification of appointment of M/s. Philip Fernandes & Co., Chartered Accountants, at the 26th Annual General Meeting.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer. The Notes on financial statements are self explanatory, if any, and needs no further explanation.

▪ Cost Auditor:

The requirement for maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

▪ 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 of the Company 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 2019-20.

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

There is no qualification, reservation or adverse remark in the report.

17. ANNUAL SECRETARIAL COMPLIANCE REPORT :

The Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with SEBI circular no: CIR/ CFD/CMD1/ 27/2019 dated 8th February, 2019, BSE circular no. LIST/COMP/10/2019-20 dated 9th May, 2019 and BSE circular no LIST/COMP/12/2019-20 dated 14th May, 2019, the Company has obtained Annual Secretarial Compliance Report from M/s Bharat Prajapati & Co., Practicing Company Secretary on



compliance of all applicable SEBI Regulations and circulars/ guidelines issued there under and the copy of the same shall be submitted with the Stock Exchanges within the prescribed due date.

18. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

The Auditors has not reported any instance of frauds under sub-section (12) of Section 143 of the Companies Act, 2013 including rules made thereunder.

19. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & PARTICULARS OF EMPLOYEES:

The information required in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out in 'Annexure - III' to this Report.

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

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

21. RELATED PARTY TRANSACTIONS:

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 and thus disclosure in Form AOC-2 in terms of the Companies Act, 2013 is not required.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and on dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.marutiinfra.in.

There are no materially significant related party transactions having potential conflict with the interest of the Company at large. The details of contracts or arrangements with related parties for the financial year ended on 31st March, 2020 is given in Note No. 26 of the financial statements of the Company. The Audit Committee approved such transactions.

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

During the financial year ended on 31st March, 2020, 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.

23. 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: Though 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**24. 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 the Auditors of the Company regarding compliance of conditions of corporate governance, forming a part of this report and is annexed as Annexure – IV.

25. 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 and is annexed as Annexure-V.

26. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has put in place adequate internal financial controls with reference to the financial statements. During the financial year, such internal financial controls were operating effectively and it is commensurate with the size, scale and complexity of the Company and the nature of business of the Company.

27. BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report as per Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization.

28. DIVIDEND DISTRIBUTION POLICY:

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 500 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

29. 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 Corporate Governance Section of the Annual Report.

**30. 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 (9) & (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.

31. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

32. 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.

33. SEXUAL HARASSMENT POLICY:

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the financial year 2019-20, the Company has not received any complaints under the said Act.

34. AFFIRMATION AND DISCLOSURE:

All the Members of the Board and the Senior Management Personnel have affirmed their compliance with the Code of Conduct as on 31st March, 2020 and a declaration to that effect, signed by the Managing Director, forms an integral part of this report.

35. 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 of
MARUTI INFRASTRUCTURE LIMITED**

**Place: Ahmedabad
Date: 19th August, 2020**

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



ANNEXURE -I
Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2020
[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 nd December, 1994 |
| iii) | Name of the Company | MARUTI INFRASTRUCTURE LIMITED |
| iv) | Category / Sub-Category of the Company | Company limited by Shares/Non-Govt. Company |
| v) | Address of the Registered office and contact details | 802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad, Gujarat- 380015 Tel no: 079 26860740 E-mail : maruti_infra@yahoo.com |
| 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 th 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 - 380 006 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 | Development of Real Estate Project with Construction | 41001 | 22.83 % |
| 2 | Development of Infrastructure Projects | 43129 | 77.17 % |
| | | Total | 100.00 % |

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 st April , 2019) | | | | No. of Shares held at the end of the year (31 st March, 2020) | | | | % Change during the year |
|--|--|---------------|-----------------|-------------------|--|---------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| 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 | - | - | - | - | - | - | - | - | - |
| Sub - Total (A)(1) | 6539000 | 0 | 6539000 | 52.31 | 6539000 | 0 | 6539000 | 52.31 | 0.00 |
| (2) Foreign | | | | | | | | | |
| a) NRI- Individuals | - | - | - | - | - | - | - | - | - |
| b) Others- Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Cor. | - | - | - | - | - | - | - | - | - |
| d) Banks/ FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub - Total (A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A)=A(1)+(A)(2) | 6539000 | 0 | 6539000 | 52.31 | 6539000 | 0 | 6539000 | 52.31 | 0.00 |
| B. Public Shareholding | | | | | | | | | |
| 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 | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 143781 | 18700 | 162481 | 1.30 | 156690 | 18700 | 175390 | 1.40 | 0.10 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 546793 | 210085 | 756878 | 6.06 | 511128 | 210085 | 721213 | 5.77 | (0.29) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 4799948 | 140000 | 4939948 | 39.52 | 4880796 | 95600 | 4976396 | 39.81 | 0.29 |
| c) Others | | | | | | | | | |
| - HUF | 68315 | - | 68315 | 0.55 | 67314 | - | 67314 | 0.54 | (0.008) |
| - Non-Resident Indians | 20210 | - | 20210 | 0.16 | 20200 | - | 20200 | 0.16 | (0.00) |
| - Clearing Members | 13168 | - | 13168 | 0.10 | 487 | - | 487 | 0.003 | (0.10) |
| Sub-Total (B)(2):- | 5592215 | 368785 | 5961000 | 47.69 | 5636615 | 324385 | 5961000 | 47.69 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 5592215 | 368785 | 5961000 | 47.69 | 5636615 | 324385 | 5961000 | 47.69 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 12131215 | 368785 | 12500000 | 100.00 | 12175615 | 324385 | 12500000 | 100.00 | - |

**(ii) Shareholding of Promoters :**

| Sr. No. | Shareholder's Name | Share holding at the beginning of the year (1 st April, 2019) | | | Share holding at the end of the year (31 st March, 2020) | | | % 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 | 4315100 | 34.52 | 0.00 | 4315100 | 34.52 | 0.00 | 0.00 |
| 2 | Hiteshi N. Patel | 1472600 | 11.78 | 0.00 | 1472600 | 11.78 | 0.00 | 0.00 |
| 3 | Dashrathbhai B. Patel | 495000 | 3.96 | 0.00 | 495000 | 3.96 | 0.00 | 0.00 |
| 4 | Rohini D. Patel | 146700 | 1.17 | 0.00 | 146700 | 1.17 | 0.00 | 0.00 |
| 5 | Kiran D. Patel | 109600 | 0.88 | 0.00 | 109600 | 0.88 | 0.00 | 0.00 |
| | Total | 6539000 | 52.31 | 0.00 | 6539000 | 52.31 | 0.00 | 0.00 |

(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 | | |
| There was no change in the shareholding of the Promoters' 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 | | | 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 | | | 250387 | 2.00 |
| | | At the end of the year | | | 250387 | 2.00 |
| 4 | Minaxi Maheshbhai Chhajer | 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 | | | 250000 | 2.00 |
| | | At the end of the year | | | 250000 | 2.00 |
| 6 | Rajdev Jaswantbhai Brahmhatt | 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 | | | 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 |
| | | 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 | Dhaduk Chaturbhai Popatbhai | At the beginning of the year | | | 158715 | 1.27 |
| | | At the end of the year | | | 158715 | 1.27 |

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

| Sr. No. | Name of Directors & KMP | Date wise increase / decrease | | | Cumulative Sharholding | % of total share capital |
|---------|--|-------------------------------|---------------------|--------------------------|------------------------|--------------------------|
| | | Date | Increase / Decrease | % of total share capital | | |
| 1 | Nimesh D. Patel (Chairman & Managing Director) | At the beginning of the year | | | 4315100 | 34.52 |
| | | At the end of the year | | | 4315100 | 34.52 |
| 2 | Hiteshi N. Patel (Non Executive Director) | At the beginning of the year | | | 1472600 | 11.78 |
| | | At the end of the year | | | 1472600 | 11.78 |
| 3 | Chetan A. Patel (Independent Director) | At the beginning of the year | | | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |
| 4 | Niketani R. Shah (Independent Director) | At the beginning of the year | | | 100 | 0.00 |
| | | At the end of the year | | | 100 | 0.00 |
| 5 | Nishitbhai P. Patel (Independent Director) | At the beginning of the year | | | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |
| 6 | Pratik Acharya (Chief Financial Officer) | At the beginning of the year | | | 50 | 0.00 |
| | | At the end of the year | | | 50 | 0.00 |
| 7 | Alfez Solanki (Company Secretary) | At the beginning of the year | | | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |

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 |
|--|----------------------------------|------------------|----------|----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 5,78,90,160 | 59,331 | - | 5,79,49,491 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 5,78,90,160 | 59,331 | - | 5,79,49,491 |
| Change in Indebtedness during the financial year | | | | |
| ➤ Addition | - | 86,63,823 | - | 86,63,823 |
| ➤ Reduction | 3,81,76,259 | 66,52,366 | - | 4,48,28,625 |
| Net Change | (3,81,76,259) | 20,11,457 | - | (3,61,64,802) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 1,97,13,901 | 20,70,788 | - | 2,17,84,689 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 1,97,13,901 | 20,70,788 | | 2,17,84,689 |



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

(Rs. in Lakhs)

| Sr. No. | Particulars of Remuneration | Nimesh D. Patel Chairman & Managing Director | Total Amount |
|---------|---|--|-----------------|
| 1. | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Rs. 9.00 | Rs. 9.00 |
| | (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 | - | - |
| | Total (A) | Rs. 9.00 | Rs. 9.00 |
| | Ceiling as per Act | Within the ceiling limit prescribed under the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. | |

B. Remuneration to other directors:

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|---|----------------------------|----------------------------|----------------------------|--------------|
| | | Smt. Hiteshi N. Patel | Shri Chetan A. Patel | Shri Niketan R. Shah | Shri Nishit P. Patel | |
| 1. | Independent Directors ♦ Fee for attending board / committee meetings ♦ Commission ♦ Others, please specify | NIL No remuneration was paid to any other director for the year ending 31 st March, 2020. | | | | |
| | Total (1) | | | | | |
| 2. | Other Non-Executive Directors ♦ Fee for attending board / committee meetings ♦ Commission ♦ Others, please specify | | | | | |
| | Total (2) | | | | | |
| | Total (B) = (1+2) | | | | | |
| | Total Managerial Remuneration | | | | | |
| | Overall Ceiling as per the Act (Rs.) | | | | | |

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

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total Amount |
|---------|---|--------------------------|---------------------|-------------------------|--------------|
| | | Ms. Neha Parmar | Mr. Alfez Solanki | Mr. Pratik Acharya | |
| | | Company Secretary* | Company Secretary** | Chief Financial Officer | |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961 | 0.30 | 1.125 | 3.99 | 5.415 |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission- - as % of profit- - others, specify | - | - | - | - |
| 5. | Others, please specify | | | | |
| | Total | 0.30 | 1.125 | 3.99 | 5.415 |

* Ms. Neha Parmar resigned as a Company Secretary and Compliance officer of the Company w.e.f 09th July, 2019.

** Mr. Alfez Solanki was appointed as a Company Secretary and Compliance Officer of the Company w.e.f 02nd January, 2020.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Place: Ahmedabad
Date: 19th August, 2020

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



Annexure – II
FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 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 **31st March, 2020** (‘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 **31st March, 2020** 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 and amendment thereof;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (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);



- 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 and dealing with client;
 - 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, 2018 (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) The Real Estate (Regulation and Development) Act, 2016

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; and
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 [the "SEBI (LODR) 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.

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 sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



- 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.

I further report that during the audit period, there was no specific events/actions having major bearing on the Company's affairs.

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

**BHARAT PRAJAPATI
PROPRIETOR**

F.C.S. NO. : 9416

C. P. NO. : 10788

UDIN: F009416B000593208

**Place : Ahmedabad
Date : 19th August, 2020**

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
F.C.S. NO. : 9416
C. P. NO. : 10788**

UDIN: F009416B000593208

**Place : Ahmedabad
Date : 19th August, 2020**

**Annexure – III**

The particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) & (2) 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 /KMPs for financial year 2019-20 (Rs. in Lakhs) | Ratio of Remuneration of each Director to Median Remuneration to employees | Percentage increase in Remuneration during FY 2019-20 |
|---------|--|---|--|---|
| 1 | Nimesh D. Patel - Chairman and Managing Director | 9.00 | 4.29:1 | 0.00 |
| 2 | Nishit P. Patel - Independent Director | Nil | Nil | - |
| 3 | Chetan A. Patel - Independent Director | NIL | NIL | - |
| 4 | Niketan R. Shah - Independent Director | NIL | NIL | - |
| 5 | Hiteshi N. Patel - Non-Executive Director | NIL | NIL | - |
| 6 | Neha Parmar - Company Secretary (CS) | 0.30 | Not Applicable | 0.00* |
| 7 | Pratik Acharya - Chief Financial Officer (CFO) | 3.99 | Not Applicable | 25% |
| 8 | Alfez Solanki - Company Secretary (CS) | 1.125 | Not Applicable | 0.00* |

* CS Neha Parmar resigned as Company Secretary w.e.f 09th July 2019 and CS Alfez Solanki was appointed as a Company Secretary w.e.f 02nd January 2020 as such the increase in remuneration is not comparable.

- b. The percentage increased/decreased in Median Remuneration of Employees (MRE) in financial year was 2.94%
- c. There were Twenty Four (24) permanent employees on the rolls of the Company as on 31st March, 2020.
- d. Average percentage increase in the Salaries of Employees other than Managerial Personnel was 3.19%. There was no increase in salary of managerial remuneration (i.e. Chairman & Managing Director).
- 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 however the said annexure is not being sent alongwith this annual 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 of
Maruti Infrastructure Limited**

Place: Ahmedabad
Date: 19th August, 2020

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



Annexure IV

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.

The Company is in compliance with Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ("the Listing Regulations") as wherever applicable, with regard to Corporate Governance

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/Independent 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/she is a Member / Chairman, are as under:

| Sr. No. | Name of Director | Category | Designation | Other Directorships/Member Ships in Committees (Nos.) | |
|---------|-----------------------|-----------------------------|------------------------------|---|------------------|
| | | | | Director ships * | Board Committees |
| 1. | Shri Nimesh D. Patel | Promoter & Executive | Chairman & Managing Director | One | None |
| 2. | Smt. Hiteshi N. Patel | Promoter & Non-Executive | Director (Woman Director) | None | None |
| 3. | Shri Chetan A. Patel | Independent & Non-Executive | Director | None | None |
| 4. | Shri Niketan R. Shah | Independent & Non-Executive | Director | None | None |
| 5. | Shri Nishit P. Patel | Independent & Non-Executive | Director | None | None |

* Directorships in other Companies mentioned above exclude Directorships in Private Limited and Section 8 Companies.



- None of the directors are director in other listed company.
- While calculating the number of Membership / Chairmanship in Committees of other Companies, Membership / Chairmanship of only Audit Committee and Stakeholders 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 & Mr. Niketan R. Shah (Independent Director) holds 100 equity shares of the Company.
- The Board of Directors confirms that in the opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the management.

➤ **Board Meetings:**

During the financial year 2019-20, 7 (Seven) Board Meetings were held on 30th May, 2019, 09th July, 2019, 14th August, 2019, 30th September, 2019, 14th November, 2019, 02nd January, 2020, 14th February, 2020.

➤ **Attendance of Directors at the Board Meeting & Last Annual General Meeting held on 30th September 2019 are as under:**

| Name of Director | Number of Meetings held during his tenure | Number of Board Meetings Attended | AGM Attendance |
|-----------------------|---|-----------------------------------|----------------|
| Shri Nimesh D. Patel | 7 | 7 | Yes |
| Smt. Hiteshi N. Patel | 7 | 7 | Yes |
| Shri Chetan A. Patel | 7 | 7 | Yes |
| Shri Niketan R. Shah | 7 | 7 | Yes |
| Shri Nishit P. Patel | 7 | 7 | Yes |

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 Board has carried out the evaluation of performance of its own, committees, individual Directors and Chairman of the Board.

The Board of Directors has carried out a process of performance evaluation of the Board, Committees and individual Directors. The performance was evaluated based on the parameters such as

composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

➤ **Meeting of Independent Directors:**

As required under Regulation 25(3) of the Listing Regulations read with Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 14th February, 2020, 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 Programme 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.

➤ **A chart or a matrix setting out the skills/expertise/competence of the Board of Directors specifying the following:**

The Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company which are currently available with the Board as a whole:

- Industry knowledge & experience
- Project effective management
- Marketing, Strategy & Customer satisfaction
- Cost analysis
- Compliance & Risk
- Financial expertise
- Human Resource Development and
- General Management

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 of Committee and Meeting and Attendance during the year 2019-2020:**

During the financial year 2019-20, the committee met four (4) times viz. 30th May, 2019, 14th August, 2019, 14th November, 2019, and 14th February, 2020.

The Table below provides the Composition and Attendance of the Audit Committee:



| Name of Member | Designation | Category of Director | No. of Audit Committee Meetings Attended / Held |
|---------------------|-------------|----------------------|---|
| Mr. Niketan R. Shah | Chairman | Independent Director | 4/4 |
| Mr. Chetan A. Patel | Member | Independent Director | 4/4 |
| Mr. Nishit P. Patel | Member | Independent Director | 4/4 |

The Company Secretary of the Company acts as a Secretary to the Committee.

The Constitution of the Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is constituted as per the provisions of Section 178 the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(i) Brief description of Terms of Reference:

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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;
- Extension or continuation of the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

(ii) Composition of Committee and Meeting and Attendance during the year 2019-2020:

During the financial year 2019-20, the committee met Three (3) times viz. 30th May, 2019, 30th September, 2019, 02nd January, 2020.

The Table below provides the Composition and Attendance of the Nomination and Remuneration Committee:

| Name of Member | Designation | Category of Director | No. of Nomination & Remuneration Committee Meetings Attended / Held |
|---------------------|-------------|----------------------|---|
| Mr. Chetan A. Patel | Chairman | Independent Director | 3/3 |
| Mr. Niketan R. Shah | Member | Independent Director | 3/3 |
| Mr. Nishit P. Patel | Member | Independent Director | 3/3 |



The Board of Directors reviews the Minutes of the Nomination & Remuneration Committee Meetings at subsequent Board Meeting.

(iii) Remuneration of Directors:

The remuneration paid to the Executive Directors viz Managing Director is recommended by Nomination and Remuneration Committee and approved by the Board of Directors and as well as the Shareholders of the Company.

During the financial year ended on 31st March, 2020, the Company has paid remuneration of Rs. 9.00 Lakhs to Shri Nimesh D. Patel, Chairman & Managing Director of the Company. The Remuneration paid to the Chairman & Managing Director is as per the provisions of the Companies Act.

The tenure of office of the Chairman & Managing Director was for three years from 1st August, 2017 till 31st July, 2020. There is no separate provision for payment of severance fees. The Members of the Company at the 23rd Annual General Meeting held on 29th September, 2017 approved the re-appointment of Shri Nimesh D. Patel as a Managing Director designated as Chairman & Managing Director for a further period of three years with effect from 1st August, 2017 till 31st July, 2020 at the remuneration of Rs. 9.00 Lakhs per annum. During the year 2019-20, the Company paid remuneration of Rs. 9.00 Lakhs to Mr. Nimesh D. Patel, Chairman and Managing Director by way of salary.

The Company has not paid any sitting fees / remuneration to the Non-Executive/Independent Directors of the Company during the financial year. 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 and Mr. Niketan R. Shah (Independent Director) holds 100 equity shares of the Company.

The details of contracts or arrangements with related parties for the financial year ended on 31st March, 2020 is given in Note No. 26 of the financial statements of the Company.

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

(iv) Remuneration Policy:

The Nomination and Remuneration Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, Key Managerial Personnel (“KMP”) and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable & sufficient to attract, retain and motivate Directors, KMP & Senior Management Personnel. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. The details of the remuneration policy including criteria for making payments to Non-Executive Directors can be accessed on the website www.marutiinfra.in.

Director/ Managing Director:

Besides the above Criteria, the Remuneration, compensation, commission etc to be paid to Director / Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**Non-Executive Independent Directors:**

The Non-Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Key Management Personnels (KMPs) / Senior Management Personnel:

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

5. Stakeholders Relationship Committee:

The Company has constituted Stakeholders 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 related to delay in transfer/transmission of shares, non-receipt of annual reports non-receipt of declared dividends, issue of new/duplicate certificates, general meeting etc. and other terms of reference in the nature of role, power and review of information by the Stakeholders Relationship Committee are in compliance with the provisions of Regulation 20 of the Listing Regulations and Section 178 of the Companies Act, 2013.

During the Financial Year 2019-2020, the committee met Four times viz 30th May, 2019, 14th August, 2019, 14th November, 2019, and 14th February, 2020.

The Table below provides the Composition and Attendance of the Stakeholders Relationship Committee:

| Name of Member | Designation | Category of Director | No. of Stakeholders Relationship Committee Attended / Held |
|---------------------|-------------|------------------------------|--|
| Mr. Chetan A. Patel | Chairman | Independent Director | 4/4 |
| Mr. Nimesh D. Patel | Member | Chairman & Managing Director | 4/4 |
| Mr. Nishit P. Patel | Member | Independent Director | 4/4 |

During the financial year 2019-2020, Due to resignation by Ms. Neha Parmar Company Secretary of the Company w.e.f 09th July, 2019. She ceased to be Compliance Officer of the Company, in her place Mr. Nimesh Patel, Chairman and Managing Director of the Company acts as Compliance Officer w.e.f 09th July, 2019 upto 02nd January, 2020 till new Company Secretary appointed by the Company.

Presently Mr. Alfez Solanki, Company Secretary of the Company is the Compliance Officer pursuant to Regulation 6 of the Listing Regulation w.e.f 02nd January, 2020.

Details of shareholders complaints received and resolved during the financial year are as under:

| | |
|---|-----|
| Number of complaints outstanding as on 01/04/2019 | Nil |
| Number of complaints received during the year | Nil |
| Number of complaints resolved during the year | Nil |
| Number of complaints pending as on 31/03/2020 | Nil |

**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 (Chairman), Shri Chetan A. Patel (Member) and Shri Nimesh D. Patel (Member) constituted 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, 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:

| Financial Year | Date | Time | Special Resolutions Passed |
|----------------|----------------------------------|------------|--|
| 2018-19 | 30 th September, 2019 | 11.45 a.m | None |
| 2017-18 | 29 th September, 2018 | 11:45 a.m. | None |
| 2016-17 | 29 th September, 2017 | 11:45 a.m. | To re-appoint Shri Nimesh D. Patel (DIN: 00185400) as a Managing Director designated as Chairman & Managing Director |

The resolutions proposed at the Annual General Meeting were passed by the Shareholders.

- **Extra Ordinary General Meeting (EGM):**

No Extra Ordinary General Meeting was held during the financial year ended on 31st March, 2020.

- **Postal Ballot:**

During the financial year ended on 31st March, 2020, 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 equity 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:

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the closure of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchange and are published in Financial Express (English & Gujarati newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- Financial results are also available on the company's website i.e. www.marutiinfra.in
- No presentation made to Institutional Investors or to Analysts.

9. General Shareholder Information:

| | |
|---|--|
| I. Annual General Meeting: | |
| Date and Time | 30 th September, 2020 at 11:45 a.m. |
| Venue | The Company is conducting meeting through VC/OAVM pursuant to the MCA circular dated 5 th May, 2020 and as such there is no requirement to have a venue for the AGM. For instructions to attend the AGM through VC/OAVM, please refer to the Notice of 26 th AGM. |
| Financial Year | 1 st April, 2019 to 31 st March, 2020 |
| Dividend Payment Date | Not Applicable, as the Board of Directors has not recommended divided for the financial year ended on 31 st March, 2020. |
| Email for Investor Compliant | maruti_infra@yahoo.com |
| ISIN with NSDL & CDSL | INE392G01010 |
| II. Tentative Financial Calendar for 2020-2021 | |
| First Quarter | On or before 15 th September, 2020* |
| Second Quarter & Half Yearly Results | On or before 14 th November, 2020 |
| Third Quarter & Nine months ended Result | On or before 14 th February, 2021 |
| Fourth Quarter and Annual Result | On or before 30 th May, 2021 |
| * Due to impact of COVID-19 pandemic, SEBI extended time limit for submission of financial result vide circular no : SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated 29 th July, 2020. | |
| 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 2020-21.

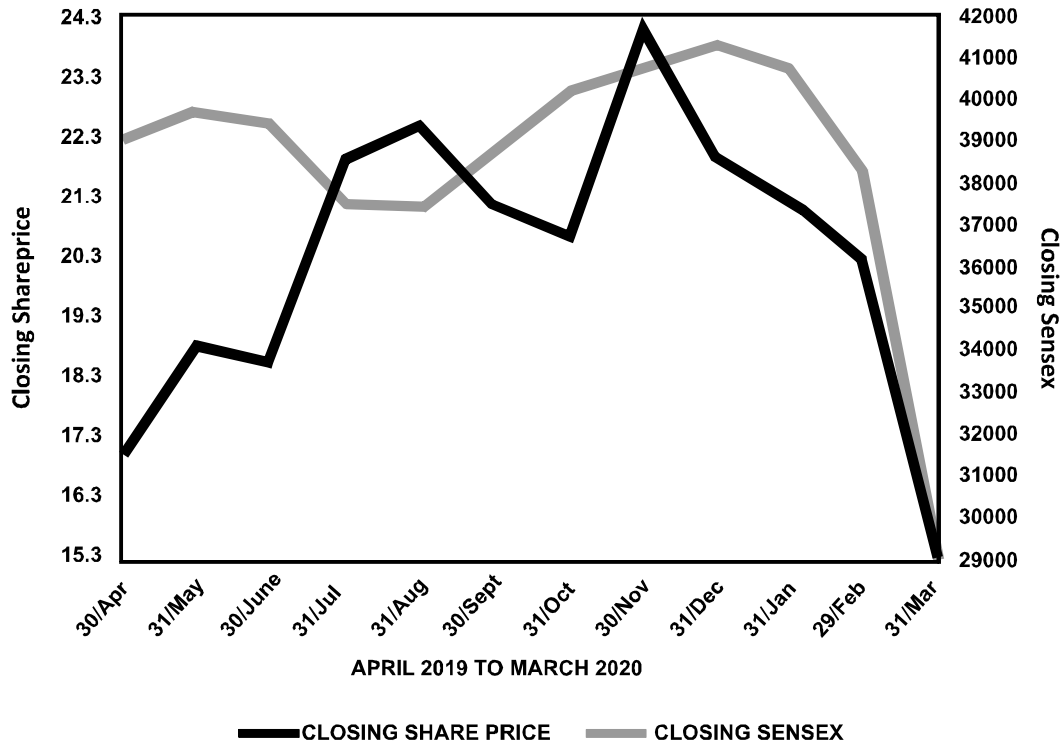
The Company has already applied for delisting of its securities from the Ahmedabad Stock Exchange Limited (being the Regional Stock Exchange) on 20th October, 2004. The same is still pending with the Exchange and the Company has not received any communication from the said Exchange till date. Hence,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

V. Stock Market Data:**Stock Market Price Data for the year 2019-20:**

| Month | BSE PRICES | | VOLUME | | BSE SENSEX | |
|--------|------------|-----------|----------------------|-------------|------------|----------|
| | High (Rs.) | Low (Rs.) | No. of Shares Traded | Value (Rs.) | High | Low |
| Apr-19 | 19.50 | 16.30 | 84067 | 1524727 | 39487.45 | 38460.25 |
| May-19 | 19.20 | 15.20 | 100676 | 1790838 | 40124.96 | 36956.10 |
| Jun-19 | 19.00 | 16.10 | 84982 | 1545089 | 40312.07 | 38870.96 |
| Jul-19 | 21.95 | 17.60 | 10302 | 196091 | 40032.41 | 37128.26 |
| Aug-19 | 22.45 | 21.45 | 652 | 14195 | 37807.55 | 36102.35 |
| Sep-19 | 23.90 | 20.10 | 64896 | 1389714 | 39441.12 | 35987.80 |
| Oct-19 | 23.90 | 20.00 | 139815 | 3018333 | 40392.22 | 37415.83 |
| Nov-19 | 25.90 | 20.60 | 141260 | 3098718 | 41163.79 | 40014.23 |
| Dec-19 | 26.50 | 20.60 | 150091 | 3307458 | 41809.96 | 40135.37 |
| Jan-20 | 23.00 | 20.60 | 147443 | 3209265 | 42273.87 | 40476.55 |
| Feb-20 | 23.50 | 16.35 | 129305 | 2695531 | 41709.30 | 38219.97 |
| Mar-20 | 20.90 | 13.25 | 170179 | 2933273 | 39083.17 | 25638.90 |

VI. Stock Performance:

Performance of share price of MARUTI INFRASTRUCTURE LIMITED in comparison to BSE Sensex for the year 2019 -20 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

5th 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 – 380 006
Tel No. & Fax. No. : +91-79-2646 5179
Email : ahmedabad@linkintime.co.in

VIII. Share Transfer System:

Pursuant to amendment in Regulation 40(1) of the Listing Regulations, effective from 1st April, 2019, no shares can transferred in physical mode and any request for transfer of shares shall be processed for shares held in dematerialised form only. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.



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 76 of SEBI (Depositories and Participants) Regulations, 2018 [earlier Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996] and submitted the same to the Stock Exchanges.

IX. Distribution of Shareholding (as on 31st March, 2020):

| No. of Equity Shares Held | No. of Shareholders | % of Shareholders | Total No. of Shares Held | % of Share holding |
|---------------------------|---------------------|-------------------|--------------------------|--------------------|
| 1-500 | 1098 | 74.29 | 185778 | 1.49 |
| 501-1000 | 174 | 11.77 | 148718 | 1.19 |
| 1001-2000 | 72 | 4.87 | 113171 | 0.91 |
| 2001-3000 | 20 | 1.35 | 51717 | 0.41 |
| 3001-4000 | 8 | 0.54 | 29811 | 0.24 |
| 4001-5000 | 19 | 1.29 | 91151 | 0.73 |
| 5001-10000 | 23 | 1.56 | 168872 | 1.35 |
| 10001 & Above | 64 | 4.33 | 11710782 | 93.67 |
| Total | 1478 | 100.00 | 12500000 | 100.00 |

X. Categories of Shareholding (as on 31st March, 2020)

| Category of Holder | No. of Shares | % of Equity |
|-------------------------------------|-----------------|---------------|
| Promoters & Promoter Group | 6539000 | 52.31 |
| Banks / Institutions / Mutual Funds | Nil | Nil |
| Bodies Corporate | 175390 | 1.40 |
| Clearing Members | 487 | 0.003 |
| NRIs | 20200 | 0.16 |
| HUF | 67314 | 0.54 |
| Individuals | 5697609 | 45.58 |
| Total | 12500000 | 100.00 |

XI. Dematerialization:

The Shares of the Company are under compulsory trading in demat form. As on 31st March, 2020, total 12175615 No. of equity shares representing 97.40 % 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. Plant Locations:

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

**XIV. 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

5th 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 – 380 006
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

XV. List of all Credit Ratings obtained by the Company along with any revisions thereto during the relevant financial year:

During the financial year 2019-2020, the Company has not issued any securities or debt instruments and as such the requirement of obtaining a credit ratings was not applicable to the Company.

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 2019-20, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors. Transactions with related parties are disclosed in Note No. 26 of Notes of the financial statements for the financial year 2019-20. There were no related party transactions having potential conflict with the interest of the Company at large.
- There was no non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- 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 for determining Material Subsidiaries is available at www.marutiinfra.in.
- Policies relating to the related party transactions is available at 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.
- During the year, the Company did not raise any funds by way of preferential allotment or qualified institutions placement.
- In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Managing Director and Chief Financial Officer (CFO) has given 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. During the financial year, there was no instance where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

12. Certificate from a Company Secretary in practice:

A Certificate from Mr. Bharat A. Prajapati of M/s. Bharat A. Prajapati & Co., Practicing Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached with this Annual Report.

13. Total fees for all services paid by your Company and its Subsidiaries, on a consolidated basis, to the Statutory Auditor:

The Company has no subsidiary Company. Total fees for all services paid by Company to the Statutory Auditors is Rs. 50,000/-.

14. Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to provide a healthy and friendly working environment that ensures every employee get equal treatment. The details of the same have been disclosed in the Boards' Report forming part of the Annual Report. During the year 2019-20, the Company has not received any complaint under above mentioned Act.

15. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-paras (2) to (10) of section (C) of Schedule V to the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015.

16. 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 2019-20. However quarterly, half-yearly and yearly financial results are hosted on the Company's website i.e. www.marutiinfra.in.
- c. The Company's financial statements for the financial year 2019-20 do not contain any modified audit opinion.
- d. There is adequate internal control system commensurate with the size of the Company. The internal financial control is reviewed by the Audit Committee.

**17. 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.

18. 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 personnel of the Company have affirmed compliance with the Code for year ended on 31st March, 2020. A declaration of compliance of Code of Conduct signed by the Managing Director forms a part of this Annual Report.

19. Equity shares under suspense account:

The Company has no equity shares under Suspense Account and hence disclosure relating to the same is not applicable.

20. Compliance Certificate of the Auditors:

The Certificate from the Auditors of the Company, M/s. Philip Fernandes & 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.

Annexure-V**MANAGEMENT DISCUSSION & ANALYSIS REPORT****ECONOMY & INDUSTRY OVERVIEW:**

The financial year 2019-2020 was a challenging year for the Global economy because the ongoing trade war between the US and China, rising of geopolitical tension between United State and Iran regarding the crude oil price which was the major factor that softened the economic outlook for year 2019. According to the International Monetary Fund (IMF), GDP is estimated to be 2.9% in 2019 down from 3.6% in 2018.

The year 2020 is another challenging year due to the outbreak of COVID-19 pandemic. However due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse that what resulted from the 2008-09 financial crisis. The IMF projects that if COVID-19 is brought under control by the second half of 2020, global economic growth could jump to 5.8% in 2021, as movement restrictions ease and economic normalisation starts to take place with the help of strong policy support.

India continues to be one of the fastest growing emerging economies in the world. A slowdown in the manufacturing and construction sector has lately affected GDP growth – slightly below 5% in the current fiscal. Already India is one of the largest economy in the world, India is supposed to take its place among the world's top three economic powers in the next 10-15 years.

The pandemic has undoubtedly affected India, the Indian economy has been slow down due to lockdown imposed by the Government but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve. Interstate movement of goods is gradually picking up and retail financial transactions are showing a healthy trend.

Construction industry in India is one of the fastest growing industry and is said to be second largest industry in India after agriculture. The sector also makes significant contribution to the national economy, along with providing employment to the large number of people. The construction industry is broadly categorised into three segments Infrastructure (Roads, Railways, Irrigation etc.), Industrial (Refineries, Power Plants, Factories etc.) and Real Estate (Residential, Commercial, Institutional etc.). As infrastructure is highly responsible for propelling growth of other sectors and India's overall development, Government of India is giving huge impetus for development of infrastructure and construction services through focused policies such as open FDI norms, large budget allocation to infrastructure sector, housing for all, smart cities mission etc. India has become a large market for infrastructure and construction activities.

Currently Construction industry is facing a huge crisis due COVID-19 pandemic due to nationwide lockdown and migration of Labour to their native place which creates a shortage of labour force. With ease in lockdown and interstate movement which will generate employment opportunity to labour force through which the construction industry will gain its momentum.

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.

ABOUT MARUTI INFRASTRUCTURE LIMITED:

Maruti Infrastructure Limited (MIL) established in 1994, over last two decades, MIL has gained a reputable position in construction industry. MIL is specialized in offering professional construction of management property services in residential, commercial, EWS housing projects and urban infra projects. With many years of offering good services in the industry, the company is dedicated with competent work force and a large clientele base for constructions and Infrastructure for both in commercial and residential sector. Our clients value our allegiance to quality, timely deliveries, superior customer service and the experience of engaging in business with a highly qualified and experienced management. By leveraging our strengths and capitalizing on developing opportunities, we aspire to consolidate our position in the infrastructure construction and become one of the top Construction Company in Gujarat.

Our success stems from the steely resolve of our young, passionate and dedicated team of qualified and experienced engineers, supervisors, technicians and administrative staff. Their expertise enables quick flow of knowledge and efficient decision making throughout the organization.

During the Financial Year 2019-20 under review, the performance of the Company is satisfactory as compared to the previous year. The revenue from operations has increased to 3171.16 lakhs in the current year, against 2926.99 lakhs in the previous year, at a growth rate of approx. 8.34% as compared to previous year. But due to decrease in the cost of raw-materials, finance cost etc., the Company has registered a Net Profit after tax of Rs 63.91 Lakhs compared to 27.93 lakhs in the previous year.

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. 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.

**KEY RATIOS:**

The details of changes in the key financial ratios as compared to previous year are stated below:

| Sr. No. | Ratio | Financial Year 2019-2020 | Financial Year 2018-2019 | Change (%) | Reason significant changes of 25% or more as compared to previous year |
|---------|-----------------------------|--------------------------|--------------------------|------------|--|
| 1. | Debtors Turnover (Days) | 47.63 | 13.81 | 245% | During the year Turnover of ongoing projects has increased by 27% and therefore the Debtors Turnover has increased. |
| 2. | Inventory Turnover | 1.99 | 1.53 | 30% | During the year Turnover of ongoing projects has increased by 27% and therefore the Inventory Turnover has increased |
| 3. | Interest Coverage Ratio | 3.31 | 0.66 | 401% | Due to repayment of Term loan it has improved significantly. |
| 4. | Current Ratio | 4.16:1 | 6.93:1 | (40%) | Due to new work order received, new Bank facilities have been taken as Cash credit |
| 5. | Debt Equity Ratio | 0.01:1 | 0.27:1 | (96%) | Company has paid debt out of cash flow from operation that is why it has reduced |
| 6. | Operating Profit Margin (%) | 6.23% | 4.75% | 31% | Due to Increase in Turnover related to Work Contract it has improved |
| 7. | Net Profit Margin (%) | 2.02% | 4.05% | (50%) | Due to Increase in Interest cost related working capital and Increase in Depreciation cost, Net profit margin has decreased. |

As on 31st March, 2020, there was major change in Return on Net-worth. Return on net worth as on 31st March, 2020, recoded 2.96% as compared to 1.33% for the previous year 31st March 2019 due to new work orders received.

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, HEALTH AND SAFTY:

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.

The Company is committed in cultivating a proactive safety culture. We have implemented work safety measures and standards to ensure healthy and safe working conditions for all the employees, visitors and customers. The Company has complied with all the applicable health, safety and environmental protection laws to the extent applicable.

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 31st March, 2020.

Place: Ahmedabad
Date: 19th August, 2020

NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00185400



COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
Maruti Infrastructure Limited
Ahmedabad

We hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended on 31st March, 2020 and that to the best of our knowledge and belief -
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Date: 27th July, 2020
Place: Ahmedabad

Nimesh D. Patel
Chairman & Managing
Director
DIN: 00185400

Pratik Acharya
Chief Financial Officer

**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 31st March, 2020. 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 the review of the 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 and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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, Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No.: 128122W

(Philip Fernandes)
Proprietor
(M.No. 125960)
UDIN:20125960AAAAAO6715

Place: Ahmedabad
Date : 19th August, 2020



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Maruti Infrastructure Limited** having **CIN L65910GJ1994PLC023742** and having registered office at 802, Surmount Building, Opp. Iscon Mega Mall S. G. Highway Ahmedabad– 380015 (hereinafter referred to as “**the Company**”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---------|-----------------------|----------|--------------------------------|
| 1 | Mr. Nimesh D. Patel | 00185400 | 02/12/1994 |
| 2 | Mrs. Hiteshi N. Patel | 01827517 | 31/03/2015 |
| 3 | Mr. Chetan A. Patel | 00185194 | 30/04/2005 |
| 4 | Mr. Niketan R. Shah | 00185439 | 17/12/2005 |
| 5 | Mr. Nishit P. Patel | 00185148 | 30/04/2005 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR, BHARAT PRAJAPATI & CO.
COMPANY SECRETARIES

BHARAT PRAJAPATI
PROPRIETOR

F.C.S. NO. : 9416

C. P. NO. : 10788

UDIN : F009416B000593175

Place : Ahmedabad
Date : 19th August, 2020



Independent Auditor's Report

To the members of **Maruti Infrastructure Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of MARUTI INFRASTRUCTURE LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements"). 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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|---|---|
| 1. | Adoption of Ind AS 115 – Revenue from Contracts with Customers The Company has adopted Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive | Principal Audit Procedures Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include – <ul style="list-style-type: none"> Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; |



| | | |
|--|--|--|
| | <p>framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. The Company adopted Ind AS 115 and applied the available exemption provided therein, to not restate the comparative periods.</p> <p>Revenue is recognised upon transfer of control of promised units to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.</p> | <ul style="list-style-type: none"> • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the new accounting standard; • Evaluated the cumulative effect adjustments as at 1 April 2018 for compliance with the new revenue standard; • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures. |
|--|--|--|

Emphasis of Matter

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor’s report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of 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, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone financial statements, management is responsible for assessing



the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Philip Fernandes & Co.
Chartered Accountants
ICAI Firm Registration Number: 128122W

Philip Fernandes
Proprietor
Membership Number: 125960
Place of Signature: Ahmedabad
Date: July27, 2020
UDIN: 20125960AAAAAK8160



Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Maruti Infrastructure Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 March 31, 2020 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 Board of Directors of the Company 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 (the “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 the respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 authorisations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal financial 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 ICAI.

**For Philip Fernandes & Co.
Chartered Accountants
ICAI Firm Registration Number: 128122W**

**Philip Fernandes
Proprietor
Membership Number: 125960
Place of Signature: Ahmedabad
Date: July27, 2020
UDIN: 20125960AAAAAK8160**

**Annexure B referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements of our report of even date**

TO THE MEMBERS OF
MARUTI INFRASTRUCTURE LIMITED

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, 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), (b) and (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes.



- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of any loans or borrowings from financial institutions, banks and government or has not issued any debentures.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments. Further, term loans were applied for the purpose for which the loans were obtained.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Philip Fernandes & Co.
Chartered Accountants
ICAI Firm Registration Number: 128122W

Philip Fernandes
Proprietor
Membership Number: 125960
Place of Signature: Ahmedabad
Date: July27, 2020
UDIN: 20125960AAAAAK8160

**Balance Sheet as at 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Particulars | Note No. | As at 31 st March 2020 | As at 31 st March 2019 |
|--|----------|---|---|
| ASSETS | | | |
| Non-current assets | | | |
| (A) Fixed assets | | | |
| (i) Property Plant & Equipments | 2 | 10,371,546 | 10,358,696 |
| (ii) Other Intangible assets | | - | - |
| (iii) Capital Work-in-Progress | | - | - |
| (B) Financial assets | | | |
| (i) Investments | 3 | 4,420,726 | 3,920,726 |
| (ii) Loans | | - | - |
| (C) Deferred Tax assets | | | |
| | 4 | - | 67,034 |
| (D) Other non-current assets | | | |
| | 5 | 56,718,584 | 52,772,840 |
| Current assets | | | |
| (A) Financial assets | | | |
| (i) Inventories | 6 | 159,600,405 | 190,884,565 |
| (ii) Trade receivables | 7 | 34,498,544 | 41,694,549 |
| (iii) Cash and cash equivalents | 8 | 21,127,779 | 5,938,197 |
| (B) Other current assets | | | |
| | 9 | 58,111,356 | 19,043,296 |
| Total | | <u>344,848,940</u> | <u>324,679,902</u> |
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| (i) Share Capital | 10 | 125,000,000 | 125,000,000 |
| (ii) Other Equity | 11 | 90,740,075 | 84,349,095 |
| Non-Current Liabilities | | | |
| (A) Financial Liabilities | | | |
| (i) Borrowings | 12 | 1,534,865 | 34,173,417 |
| (B) Deferred tax liability | | | |
| | | 4,188 | - |
| Current Liabilities | | | |
| (A) Financial Liabilities | | | |
| (i) Borrowings | 13 | 52,828,926 | 7,773,843 |
| (ii) Trade payables | | | |
| a) outstanding to Micro , Small & Medium Enterprises | | | |
| b) others | | 49,185,133 | 41,485,980 |
| (iii) Other financial liabilities | 14 | 18,179,036 | 23,716,743 |
| (B) Provisions | | | |
| | 15 | 160,159 | 373,031 |
| (C) Other current liabilities | | | |
| | 16 | 7,216,559 | 7,807,795 |
| Total | | <u>344,848,940</u> | <u>324,679,902</u> |

As per our Report of even date
For Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No: 128122W

Philip Fernandes
Proprietor
M.No. 125960
Place : Ahmedabad
Date : 27.07.2020

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

Nimesh D. Patel
Chairman & Managing Director
DIN : 00185400

Alfez Solanki
Company Secretary

Place : Ahmedabad
Date : 27.07.2020

Chetan A. Patel
Director
DIN : 00185194

Pratik Acharya
Chief Financial Officer

**Statement of Profit and Loss for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Particulars | Note No. | For the year ended 31 st March, 2020 | For the year ended 31 st March, 2019 |
|---|----------|---|---|
| I. Revenue from operations | 17 | 317,115,788 | 292,698,964 |
| II. Other Income | 18 | 4,674,126 | 4,190,128 |
| III. Total Revenue (I +II) | | 321,789,914 | 296,889,092 |
| IV. Expenses: | | | |
| Cost of materials consumed | 19 | 266,074,831 | 206,206,779 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 20 | 31,284,160 | 72,576,668 |
| Employee Benefits Expense | 21 | 3,998,396 | 3,845,629 |
| Financial Costs | 22 | 4,898,647 | 4,263,127 |
| Depreciation and amortization expense | 2 | 1,233,222 | 748,023 |
| Other expenses | 23 | 5,098,891 | 5,443,255 |
| Total Expenses | | 312,588,147 | 293,083,482 |
| V. Profit Before Exceptional and Extraordinary items and Tax (III - IV) | | 9,201,767 | 3,805,610 |
| VI. Exceptional Items | | - | - |
| VII Profit Before Tax (V - VI) | | 9,201,767 | 3,805,610 |
| VIII Tax expenses | | 2,810,787 | 1,012,778 |
| (i) Current tax | | 2,739,565 | 929,557 |
| (ii) Deferred tax | | 71,222 | 83,221 |
| IX Profit from continuing operation (VII-VIII) | | 6,390,980 | 2,792,832 |
| X. Profit / (Loss) for the period from discontinuing operations | | - | - |
| XI. Tax expenses of discontinuing operations | | - | - |
| XII. Profit/ (Loss) from discontinuing operations (after tax) (X-XI) | | - | - |
| XIII. Profit/ (Loss) For the period (IX+XII) | | 6,390,980 | 2,792,832 |
| XIV. Other Comprehensive Income | | | |
| A (i) Item that will not be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) income tax relating to items that will be reclassified to profit or loss | | - | - |
| XV Total Comprehensive Income for the period (XIII+XIV) [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)] | | 6,390,980 | 2,792,832 |
| XVI Earning per equity share: | | | |
| Basic and Diluted | 24 | 0.51 | 0.22 |

As per our Report of even date
For Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No: 128122W

Philip Fernandes
Proprietor
M.No. 125960
Place : Ahmedabad
Date : 27.07.2020

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

Nimesh D. Patel
Chairman & Managing Director
DIN : 00185400

Alfez Solanki
Company Secretary

Place : Ahmedabad
Date : 27.07.2020

Chetan A. Patel
Director
DIN : 00185194

Pratik Acharya
Chief Financial Officer

**Cash Flow Statement for the year ended 31st March, 2020**

All amounts in rupees unless otherwise stated

| Particulars | 1st April, 2019 to 31st March, 2020 | 1st April, 2018 to 31st March, 2019 |
|---|--|--|
| A. Cash Flow from operating activities | | |
| Profit before taxation | 9,201,767 | 3,805,610 |
| Adjustments for : | | |
| Depreciation | 1,233,222 | 748,023 |
| Financial Expenses | 3,872,850 | 3,728,843 |
| Dividend Income | (56,750) | (20,400) |
| Interest Income | (2,907,119) | (1,987,917) |
| Provision for expense | - | 25,001 |
| Miscellaneous Balance written off | - | (523,772) |
| Operating profit before working capital changes | 11,343,970 | 5,775,388 |
| Movements in Working Capital : | | |
| (Increase)/Decrease in Sundry Debtors | 7,196,005 | (41,002,067) |
| (Increase)/Decrease in Inventories | 31,284,160 | 72,576,668 |
| (Increase)/Decrease in Other Current Assets | (39,068,060) | (5,763,730) |
| (Increase)/Decrease in Loans and Advances | (3,945,744) | (48,622,140) |
| Increase/(Decrease) in Current Liabilities | 46,412,421 | 41,037,215 |
| Cash (used in) / generated from operations | 53,222,752 | 24,001,334 |
| Direct taxes paid (net of refunds) | (2,739,565) | (750,000) |
| Net cash (used in) / generated from operating activities (A) | 50,483,187 | 23,251,334 |
| B. Cash flows from investing activities | | |
| Purchase of fixed assets | (1,246,073) | (5,917,126) |
| Proceed /purchase of Investment | (500,000) | (3,405,329) |
| Dividends received | 56,750 | 20,400 |
| Interest received | 2,907,119 | 1,987,917 |
| Net cash used in investing activities (B) | 1,217,796 | (7,314,138) |
| C. Cash flows from financing activities | | |
| Increase/(Decrease) in Loan | (32,638,552) | (10,080,282) |
| Financial Expenses | (3,872,850) | (3,728,843) |
| Net cash from financing activities (C) | (36,511,402) | (13,809,126) |
| Net increase in cash and cash equivalents D=(A + B + C) | 15,189,581 | 2,128,071 |
| Cash and cash equivalents at the beginning of the year | 5,938,197 | 3,810,126 |
| Cash and cash equivalents at the end of the year | 21,127,778 | 5,938,197 |
| Components of cash and cash equivalents | As at | As at |
| | March 31, 2020 | March 31, 2019 |
| Cash on hand | 1,505,870 | 476,865 |
| With Scheduled Banks | | |
| - in Current Account | 351,503 | 940,485 |
| - in Term Deposit Accounts | 19,270,406 | 4,520,846 |
| Total | 21,127,779 | 5,938,197 |

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 Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No: 128122W

Philip Fernandes
Proprietor
M.No. 125960
Place : Ahmedabad
Date : 27.07.2020

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

Nimesh D. Patel
Chairman & Managing Director
DIN : 00185400

Alfez Solanki
Company Secretary

Place : Ahmedabad
Date : 27.07.2020

Chetan A. Patel
Director
DIN : 00185194

Pratik Acharya
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY****(A) Equity share capital**

| Particulars | 31-Mar-20 | 31-Mar-19 |
|--|-------------|-------------|
| Balance at the Beginning of the reporting Period | 125,000,000 | 125,000,000 |
| Shares Issued during the year | - | - |
| Bonus shares issued during the year | - | - |
| Balance at the end of the reporting Period | 125,000,000 | 125,000,000 |

(b) Other Equity

| Particulars | Reserves and Surplus | | | | Total Other Equity |
|---|----------------------|----------------------------|-----------------|-------------------|--------------------|
| | Capital Reserve | Securities Premium Reserve | General Reserve | Retained Earning | |
| Balance as at 01.04.2019 | 24,858,500 | 16,157,500 | 200,000 | 43,133,093 | 84,349,093 |
| Total Comprehensive Income for the period | - | - | - | - | - |
| Additions | - | - | - | 6,390,980 | 6,390,980 |
| Deductions | - | - | - | - | - |
| Balance as at 31.03.2020 | 24,858,500 | 16,157,500 | 200,000 | 49,524,073 | 90,740,073 |
| Balance as at 01.04.2018 | 24,858,500 | 16,157,500 | 200,000 | 40,340,261 | 81,556,261 |
| Total Comprehensive Income for the period | - | - | - | - | - |
| Additions | - | - | - | 2,792,832 | 2,792,832 |
| Deductions | - | - | - | - | - |
| Balance as at 31.03.2019 | 24,858,500 | 16,157,500 | 200,000 | 43,133,093 | 84,349,093 |

As per our Report of even date
For Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No: 128122W

Philip Fernandes
Proprietor
M.No. 125960
Place : Ahmedabad
Date : 27.07.2020

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

Nimesh D. Patel
Chairman & Managing Director
DIN : 00185400

Alfez Solanki
Company Secretary

Place : Ahmedabad
Date : 27.07.2020

Chetan A. Patel
Director
DIN : 00185194

Pratik Acharya
Chief Financial Officer



SIGNIFICANT ACCOUNTING POLICIES

CORPORATE INFORMATION

Maruti Infrastructure Limited (“the company”) is a public limited company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (“BSE”), India. The registered office of the company is situated at 802, Surmount Building, Opp Iscon Mega Mall, S G Highway, and Ahmedabad 380015. The principal business activity of the company is Real Estate & Infrastructure projects. The company has its presence in the states of Gujarat.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 27th July, 2020.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements:

The financial statements (Separate financial statements) have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

For all periods up to and including the year ended March 31, 2020, the company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP).

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements are presented in Indian Rupees, except as stated otherwise.

1.2 Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note 2.2. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The normal operating cycle, in the context of the company, is the time between the acquisition of land for a real estate project and its realisation in cash and cash equivalents by way of sale of developed units.

1.4 Property, Plant and Equipment

Freehold/Leasehold land and capital work-in-progress is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost of an item of property, plant and equipment comprises of its purchase price, any costs directly attributable to its acquisition and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs when the item is acquired. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. The useful lives estimated for the major classes of property, plant and equipment are as follows:

The useful lives have been determined based on technical evaluation done by the management's experts, which in few cases are different than the lives as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the statement of profit and loss when the asset is derecognised.

1.5 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.

1.6 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits maturing within twelve months from the date of Balance Sheet, which are subject to an insignificant risk of changes in value. Bank overdrafts are shown under borrowings in the Balance Sheet.

1.7 Financial Instruments

A. Financial Instruments - Initial recognition and measurement

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

B. Financial assets –Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

b) Financial assets measured at amortised cost

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

c) Financial assets at fair value through OCI

All equity investments, except investments in subsidiaries, joint ventures and associates, falling within the scope of Ind AS 109, are measured at fair value through Other Comprehensive Income (OCI). The company makes an irrevocable election on an instrument by instrument basis to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable. If the company decides to designate an equity instrument at fair value through OCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

C. Financial assets–Derecognition

The company derecognises a financial asset when the contractual rights to the cash flows from the assets expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Upon derecognition of equity instruments designated at fair value through OCI, the associated fair value changes of that equity instrument is transferred from OCI to Retained Earnings.

**D. Financial liabilities –Subsequent measurement**

The Subsequent measurement of financial liabilities depends on their classification which is as follows:

a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, if any.

b) Financial liabilities measured at amortised cost

Interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are integral part of the EIR. The EIR amortised is included in finance costs in the statement of profit and loss.

The company has taken loan from NBFCs for project. As per Ind AS, the cost of processing should be added to Loan amount and to be transferred to profit and loss account as per tenure of Term loan.

Since, the amount of processing charges and impact of Ind AS applicability is not material, the company has decided to take exemption from conversion of the same on the basis of materiality concept.

E. Financial liabilities –Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or expires.

F. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

G. Fair value measurement

The company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the assets or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company.

The company uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

1.8 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.



Construction revenue on 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 Ind AS 15 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

1.9 Impairment of Assets

The Company assesses at each reporting date 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.

1.10 Depreciation and Amortization

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

1.11 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.

Currently, only defined benefit plan such as Provident Fund Is applicable to the Company since employees on payroll of the company is very less.

If the company hire more employees and it exceeds threshold specified in Gratuity Act, then the company will have to make provision for defined Long term benefit plans. For this the company have to take actuarial valuation report.

1.12 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.

1.13 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.

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 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.

1.16 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the company, on or before the end of the reporting period but not distributed at the end of the reporting period.

1.17 Exceptional Items

Exceptional items refer to items of income or expense within statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the company.

Notes to Financial Statements for the year ended 31st March, 2020

All Amount in Rupees Unless Otherwise Stated

Note - 2 :- Property Plant & Equipments

| Particulars | Tangible Assets | | | | | | Total |
|---------------------------------|-----------------|-------------------|----------------------|-------------------|----------------------|----------|------------|
| | Office Building | Plant & Machinery | Furniture & Fixtures | Office Equipments | Vehicle-Four wheeler | Computer | |
| Gross Block (At Cost) | | | | | | | |
| As at March 31 , 2019 | 1,648,200 | 4,699,945 | 832,686 | 1,490,698 | 5,542,901 | 737,800 | 14,952,230 |
| Additions | - | 214,011 | 246,875 | - | 719,600 | 59,089 | 1,239,575 |
| Disposal/Adjustment | - | - | - | - | - | - | - |
| As at March 31 , 2020 | 1,648,200 | 4,913,956 | 1,079,561 | 1,490,698 | 6,262,501 | 796,889 | 16,191,805 |
| Accumulated Depreciation | | | | | | | |
| As at March 31 , 2019 | 310,716 | 28,444 | 574,308 | 1,317,608 | 1,695,278 | 667,179 | 4,593,533 |
| Charge for the year | 25,967 | 333,702 | 84,481 | 103,405 | 643,433 | 42,233 | 1,233,222 |
| Disposal/Adjustment | - | - | - | - | - | - | - |
| As at March 31 , 2020 | 336,683 | 362,146 | 658,789 | 1,421,013 | 2,338,711 | 709,412 | 5,826,755 |
| NET BLOCK | | | | | | | |
| As at March 31 , 2019 | 1,337,484 | 4,671,501 | 258,378 | 173,090 | 3,847,623 | 70,621 | 10,358,696 |
| As at March 31 , 2020 | 1,311,517 | 4,551,810 | 420,772 | 69,685 | 3,930,285 | 87,477 | 10,371,546 |

| Notes No. | Particulars | As at 31 st March, 2020 | As at 31 st March, 2019 |
|-----------|--|------------------------------------|------------------------------------|
| 3 | Non - Current Investments | | |
| | In Equity Shares - Unquoted, fully paid up | | |
| | 7,500 (7,500) Sardar Vallabhbhai Sakhari Bank Ltd. of Rs.10 each | 187,500 | 187,500 |
| | 50400 Mehasan Urban Co operative Bank Ltd of Rs.25 each | 1,260,000 | 760,000 |
| | Investment in Government and Trust securities | | |
| | Sardar Sarovar Narmada Nigam Ltd - Bond | 2,973,226 | 2,973,226 |
| | TOTAL | 4,420,726 | 3,920,726 |
| 4 | Deferred tax liability | | |
| | Related to fixed assets | (4,188) | 67,034 |
| | TOTAL | (4,188) | 67,034 |
| 5 | Other non-current assets | | |
| | Advance for Project Land | 1,550,700 | 1,550,700 |
| | Advances other than capital advances | 1,100,000 | 1,850,000 |
| | Advance for Capital Goods | 21,000,000 | 21,000,000 |
| | Advance to Others | 30,109,472 | 28,361,959 |
| | Deposit for more than 1 year | 2,958,412 | 10,181 |
| | TOTAL | 56,718,584 | 52,772,840 |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Notes No. | Particulars | As at | | | |
|---|---|------------------------------|------------------------------|------------------------|--------------|
| | | 31 st March, 2020 | 31 st March, 2019 | | |
| 6 | Inventories | | | | |
| | Raw Materials | - | - | | |
| | Work in progress | 60,177,735 | 8,628,546 | | |
| | Finished Goods | 99,422,670 | 182,256,019 | | |
| | TOTAL | 159,600,405 | 190,884,565 | | |
| 7 | Trade receivables | | | | |
| | Trade Receivable Secured - Considered Good | 34,498,544 | 41,694,549 | | |
| | Trade Receivable which have significant increase in credit risk | - | - | | |
| | Less: Provision for Doubtful Debtors | - | - | | |
| | TOTAL | 34,498,544 | 41,694,549 | | |
| 8 | Cash and cash equivalents | | | | |
| | Balances with banks | 351,503 | 940,485 | | |
| | Fixed deposits with banks: | | | | |
| | Bank deposits | 1,115,972 | 324,922 | | |
| | Cash on hands | 1,505,870 | 476,865 | | |
| | TOTAL | 2,973,345 | 1,742,273 | | |
| | Bank balance other than Cash and Cash Equivalents | | | | |
| | Fixed Deposit with Banks* | 18,154,434 | 4,195,924 | | |
| | (*Include held as margin money with banks for Bank Guarantees) | | | | |
| | TOTAL | 18,154,434 | 4,195,924 | | |
| 9 | Other current assets | | | | |
| | Amount receivable form government authorities | 16,877,750 | 2,484,638 | | |
| | Advances to Others (Unsecured, considered good) | 28,050,000 | 5,609,383 | | |
| | Deposits | 8,838,777 | 6,401,899 | | |
| | Advance Tax (net off provision) | 4,231,125 | 3,793,922 | | |
| | Interest accrued but not due on investments | | | | |
| | Prepaid Expenses | 113,704 | 753,454 | | |
| | Less : Provision for doubtful deposits | - | - | | |
| | TOTAL | 58,111,356 | 19,043,296 | | |
| 10 | Share Capital | | | | |
| | Equity share capital | | | | |
| | Authorised share capital :- | 140,000,000 | 140,000,000 | | |
| | 14000000 equity shares of Rs. 10/-each | | | | |
| | (Previous year 14000000 equity shares of Rs. 10/-each) | | | | |
| | TOTAL | 140,000,000 | 140,000,000 | | |
| | Issued, Subscribed & Paid-up Share Capital:- | | | | |
| | 12500000 equity shares of Rs. 10/-each | 125,000,000 | 125,000,000 | | |
| | (Previous year 12500000 equity shares of Rs. 10/- each) | | | | |
| | TOTAL | 125,000,000 | 125,000,000 | | |
| 10.1 List of share holders having more than 5% holding | | | | | |
| No. | Name of Shareholder | As at 31st March, 2020 | | As at 31st March, 2019 | |
| | | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| 1 | Nimesh Dashrathbhai Patel | 4,315,100 | 34.52% | 4,315,100 | 34.52% |
| 2 | Hiteshi Nimesh Patel | 1,472,600 | 11.78% | 1,472,600 | 11.78% |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Notes No. | Particulars | As at 31 st March, 2020 | As at 31 st March, 2019 |
|---|--|------------------------------------|------------------------------------|
| 10.2 The Reconciliation of the number of shares outstanding is set out below : | | | |
| | Particulars | As at 31st March, 2020 | As at 31st March, 2019 |
| | Balance as at the beginning of the year | 12,500,000 | 12,500,000 |
| | Issued during the year | - | - |
| | Balance as at the end of the year | 12,500,000 | 12,500,000 |
| 11 Reserves and Surplus | | | |
| Capital Reserves | | | |
| | Capital Reserves | 24,858,500 | 24,858,500 |
| | Closing Balance | 24,858,500 | 24,858,500 |
| | Securities premium | | |
| | Opening Balance | 16,157,500 | 16,157,500 |
| | Add : Addition for the year | | |
| | Less : Bonus Shares | | |
| | Closing Balance | 16,157,500 | 16,157,500 |
| | General Reserve | | |
| | Opening Balance | 200,000 | 200,000 |
| | Add : Transfer from P & L A/C | | |
| | Less : Bonus Shares | | |
| | Closing Balance | 200,000 | 200,000 |
| | Profit & Loss Account | | |
| | Opening Balance | 43,133,095 | 40,340,262 |
| | Add: Profit for the year | 6,390,980 | 2,792,832 |
| | Closing Balance | 49,524,075 | 43,133,095 |
| | TOTAL | 90,740,075 | 84,349,095 |
| 12 Long - term Borrowings | | | |
| Term Loans -Secured | | | |
| | From Financial Institution & Banks | 1,534,865 | 34,173,417 |
| 12.1 | Term Loan from Bank of Rs 3031696/- out of which Rs 15,34,865/- has been classified as long term borrowing and Rs 1496831/- as current maturities of long term borrowings. Term loan from Financial Institution of Rs 1,45,32,987/- is shown as Current Maturities of Long Term Debts and it is secured against project land and personal property of directors. The rate of interest of loan from Bajaj Holding Limited is 14% p.a and interest on HDFC car loan 7.80% is and SVB Machinery loan is 11% | | |
| | TOTAL | 1,534,865 | 34,173,417 |
| 13 Short - term borrowings | | | |
| Secured :- | | | |
| | Cash Credit with Banks* | 50,758,138 | 7,714,512 |
| Unsecured :- | | | |
| | From Directors | 2,070,788 | 59,331 |
| | TOTAL | 52,828,926 | 7,773,843 |

*Cash Credit with Mehsana Urban Co Operative 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.

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Notes No. | Particulars | As at 31 st March, 2020 | As at 31 st March, 2019 |
|-----------|--|------------------------------------|------------------------------------|
| 14 | Other financial liabilities | | |
| | Current Maturity of Long Term Debts | 18,179,036 | 23,716,743 |
| | TOTAL | 18,179,036 | 23,716,743 |
| 15 | Short - term Provisions | | |
| | Provision for Expenses | 160,159 | 373,031 |
| | Provisions for employee benefits | - | - |
| | Provision For Income Tax (Net off Advance Taxes) | - | - |
| | TOTAL | 160,159 | 373,031 |
| 16 | Other current liabilities | | |
| | Advance From Customers | 6,405,000 | 3,269,998 |
| | Other payables | 84,921 | 369,399 |
| | Statutory Liabilities | 726,638 | 4,168,398 |
| | TOTAL | 7,216,559 | 7,807,795 |
| 17 | Revenue from operations | | |
| | Development of Real Estate Project with construction | 72,400,000 | 100,330,200 |
| | Development of Infrastructure & Residential Projects | 244,715,788 | 192,368,764 |
| | TOTAL | 317,115,788 | 292,698,964 |
| 18 | Other Income | | |
| | Dividend Income | 56,750 | 20,400 |
| | Interest on Fixed Deposits | 890,357 | 737,355 |
| | Interest from Others | 2,016,762 | 1,523,105 |
| | Rent Income | 954,125 | 813,500 |
| | Other Miscellaneous Income | 756,132 | 1,095,768 |
| | TOTAL | 4,674,126 | 4,190,128 |
| 19 | Cost of Material Consumed | | |
| | Raw material consumed: | | |
| | Opening Stock of Raw Material | - | 400,000 |
| | Purchase | 105,268,972 | 2,450,386 |
| | Less: Closing stock of Raw Material | - | - |
| | Sub Total: | 105,268,972 | 2,850,386 |
| | Other Operating Expense | | |
| | Sub Contracting Charges | 115,704,754 | 184,379,614 |
| | Site Expenses | 40,853,564 | 6,913,504 |
| | Borrowing Cost | 4,247,541 | 12,063,275 |
| | Sub Total: | 160,805,859 | 203,356,393 |
| | TOTAL | 266,074,831 | 206,206,779 |
| 20 | Changes in Inventories of Finished goods, Work-in-progress and Stock in Trade | | |
| | a) Opening Stock: | | |
| | Finished Goods | 182,256,019 | 263,461,233 |
| | Work-in-Progress | 8,628,546 | - |
| | Total (a) | 190,884,565 | 263,461,233 |
| | b) Closing Stock: | | |
| | Finished Goods | 99,422,670 | 182,256,019 |
| | Work-in-Progress | 60,177,735 | 8,628,546 |
| | Total (b) | 159,600,405 | 190,884,565 |
| | TOTAL (a+b) | 31,284,160 | 72,576,668 |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

| Notes No. | Particulars | As at 31 st March, 2020 | As at 31 st March, 2019 |
|------------------------------------|--|------------------------------------|------------------------------------|
| 21 Employee Benefit Expense | | | |
| | Salaries and wages | 3,812,166 | 3,771,379 |
| | Staff Welfare Expenses | 186,230 | 74,250 |
| | TOTAL | 3,998,396 | 3,845,629 |
| 22 Finance Expenses | | | |
| | Interest expenses: | | |
| | Payable to banks & financial institutions | | |
| | On Cash Credit & Loans | 3,801,935 | 3,728,843 |
| | other | 70,915 | 143,732 |
| | Other borrowing cost | - | - |
| | Bank Charges | 1,025,798 | 390,552 |
| | TOTAL | 4,898,647 | 4,263,127 |
| 23 Other Expenses | | | |
| | Advertisement, Publicity and Sale Promotion | 131,190 | 311,326 |
| | Communication Expenses | 58,885 | 90,983 |
| | Donation | 270,000 | 21,000 |
| | Electric Power, Fuel | 126,813 | 127,360 |
| | Insurance | 1,164,623 | 154,908 |
| | Legal, Professional and Consultancy Charges | 2,325,616 | 2,588,390 |
| | Office Exp and Other Administrative Exp | 385,841 | 593,278 |
| | Payment to Auditors (Refer Note 23.1) | 50,000 | 75,000 |
| | Rates and Taxes,excluding, Taxes on Income | 377,804 | 1,278,696 |
| | Rent | - | - |
| | Repairs and Maintenance | 116,614 | 76,320 |
| | Travelling, Conveyance and Vehicle Expenses | 91,505 | 125,995 |
| | TOTAL | 5,098,891 | 5,443,255 |
| 23.1 Payment to Auditor as: | | | |
| | Statutory Audit Fees | 50,000 | 75,000 |
| | Tax Audit Fees | | |
| | TOTAL | 50,000 | 75,000 |
| 24 Earnings Per Share (EPS) | | | |
| | Net profit after tax as per the Statement of Profit & Loss attributable to Equity Shareholders | 6,390,980 | 2,792,832 |
| | 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.) | 0.51 | 0.22 |
| | Face Value per equity share (Rs.) | 10 | 10 |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

Note : 25 Credit Risk Management

Credit risk is managed on a group basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

Class 1 Quality

Class 2 Standard

Class 3 Sub Standard

Class 4 Doubtful

Class 5 Loss

Expected Credit Loss for Trade Receivable Loans & Investments (As at March 31, 2020)

(In Rs.)

| Asset Group | Rating | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|-----------------------------------|---------|-----------------------|----------------------|----------------------|---------------------|
| Trade Receivables | | | | | |
| Quality | Class 1 | 34,498,544 | 0% | - | 34,498,544 |
| Standard | Class 2 | - | 10% | - | - |
| Sub Standard | Class 3 | - | 25% | - | - |
| Doubtful | Class 4 | - | 50% | - | - |
| Loss | Class 5 | - | 100% | - | - |
| Total of Trade Receivables | | 34,498,544 | - | - | 34,498,544 |
| Loans | Class 2 | - | 0% | - | - |
| Investments | Class 2 | - | 0% | - | - |
| Total | - | - | - | - | 34,498,544 |

Expected Credit Loss for Trade Receivable Loans & Investments (As at March 31, 2019)

(In Rs.)

| Asset Group | Rating | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|-----------------------------------|---------|-----------------------|----------------------|----------------------|---------------------|
| Trade Receivables | | | | | |
| Quality | Class 1 | 41,694,549 | 0% | - | 41,694,549 |
| Standard | Class 2 | - | 10% | - | - |
| Sub Standard | Class 3 | - | 25% | - | - |
| Doubtful | Class 4 | - | 50% | - | - |
| Loss | Class 5 | - | 100% | - | - |
| Total of Trade Receivables | | 41,694,549 | - | - | 41,694,549 |
| Loans | Class 2 | - | 0% | - | - |
| Investments | Class 2 | - | 0% | - | - |
| Total | - | - | - | - | 41,694,549 |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

26. Related Party Transactions:

As per Indian Accounting Standard 24, issued by the Ministry of Corporate Affairs, the disclosures of transactions with the related parties as defined in the Accounting Standards are given below:

(a) Key Management Personnel (KMP)/Directors of Company:

Mr. Nimesh D. Patel (Chairman & Managing Director)
 Mrs Hiteshi N. Patel (Non Executive Director)
 Mr. Chetan A. Patel (Independent Director)
 Mr. Niketan R. Shah (Independent Director)
 Mr. Nishit P. Patel (Independent Director)
 Mr. Pratik Acharya (Chief Financial Officer)
 Ms. Neha Parmar (Company Secretary upto 09.07.2019)
 Mr. Alfez Solanki (Company Secretary w.e.f 02.01.2020)

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

Mrs. Hiteshi N. Patel (Non Executive Director and Wife of Managing Director)
 Mr. Dashrathbhai B Patel (Father of Managing Director)

(c) Disclosure of Transactions between the Company and Related Parties and the status of outstanding balances as at March 31, 2020:

(Amt in Rs. Lacs)

| Transactions | C. YEAR (P. YEAR) | KMP | RKMP |
|--|----------------------|----------|------|
| Managerial Remuneration to Managing Director | | 9.00 | - |
| | | (9.00) | (-) |
| Interest Expense | | 0.70 | - |
| | | (1.44) | (-) |
| Loans & Advances taken | | 86.00 | - |
| | | (274.85) | (-) |
| Repayment of Loans & Advances taken | | 66.52 | - |
| | | (272.95) | (-) |
| Managerial Remuneration to CFO | | 3.99 | - |
| | | (3.32) | (-) |
| Managerial Remuneration to CS | | 1.425 | - |
| | | (0.90) | (-) |
| Other Expense | | 1.29 | - |
| | | (-) | (-) |
| Outstanding Balances as on March 31, 2020 | | | |
| Loans & Advances taken | | 20.06 | - |

**Notes to Financial Statements for the year ended 31st March, 2020**

All Amount in Rupees Unless Otherwise Stated

(d) Disclosure of transaction with related parties: (Amt Rs. In Lacs)

| Type of the Transaction | Type of relationship | Name of the entity/person | Year ended March 31, | |
|--|--------------------------|---------------------------|----------------------|--------|
| | | | 2020 | 2019 |
| Interest Expense | Key Managerial Personnel | Nimesh D. Patel | 0.70 | 1.44 |
| Managerial Remuneration | Key Managerial Personnel | Nimesh D. Patel | 9.00 | 9.00 |
| Loans & Advances taken | Key Managerial Personnel | Nimesh D. Patel | 86.00 | 274.85 |
| Repayment of Loans & Advances taken | Key Managerial Personnel | Nimesh D. Patel | 66.52 | 272.95 |
| Salary to CFO | Key Managerial Personnel | Pratik Acharya | 3.99 | 3.32 |
| Salary to CS | Key Managerial Personnel | Neha Parmar | 0.30 | 0.90 |
| Salary to CS | Key Managerial Personnel | Alfez Solanki | 1.125 | - |
| Balances Outstanding on 31st March, 2020 (31st March, 2019) | | | | |
| Loan & Advances Taken | Key Managerial Personnel | Nimesh D. Patel | 20.06 | 0.59 |

27. 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.
28. There was no earning/remittance in foreign currency.
29. Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Rs. Nil).
30. In opinion of the directors, contingent liability not provided is Rs. Nil. (Rs. Nil).
31. 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.

As per our Report of even date
For Philip Fernandes & Co.
Chartered Accountants
Firm Reg. No: 128122W

Philip Fernandes
Proprietor
M.No. 125960
Place : Ahmedabad
Date : 27.07.2020

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

Nimesh D. Patel
Chairman & Managing Director
DIN : 00185400

Alfez Solanki
Company Secretary

Place : Ahmedabad
Date : 27.07.2020

Chetan A. Patel
Director
DIN : 00185194

Pratik Acharya
Chief Financial Officer

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