

DRAFT INFORMATION DOCUMENT

(For Listing on Institutional Trading Platform ITP of NSE Emerge)

Dated: 1st July, 2015

[In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013]



RATNAAKAR
infrastructure limited

RATNAAKAR INFRASTRUCTURE LIMITED

Our Company was incorporated as 'Ratnakar Infrastructure Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 1, 2010 issued by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Ratnaakar Infrastructure Limited' pursuant to a Fresh Certificate of Incorporation dated February 23, 2015 issued by the Registrar of Companies, Mumbai. Our corporate identification number is U70109MH2010PLC202662.

Registered Office: 25/29, Dr. Deshmukh Lane, 101, Gagangiri Tower, V. P. Road, Mumbai – 400 004

Tel.: +91 22 66595788 / 22672755, **Fax:** +91 22 66595790 / 22633238,

Website: www.ratnaakargroup.com **E-mail:** info@ratnaakargroup.in

Company Secretary and Compliance Officer: Mrs. Niti Jain

PROMOTERS:

1. MR SHANTILAL MEHTA
2. MR SUKHRAJ MEHTA
3. MRS VIMLA MEHTA
4. MR VINOD MEHTA
5. M/s NITYANAND INDUSTRIES PRIVATE LIMITED

THE DRAFT INFORMATION DOCUMENT IS BEING MADE IN TERMS OF CHAPTER XC OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED

FOR LISTING OF 75,11,288 EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP ON INSTITUTIONAL TRADING PLATFORM OF THE NSE EMERGE

ABSOLUTE RESPONSIBILITY OF RATNAAKAR INFRASTRUCTURE LIMITED

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Information Document contains all information with regard to the Company which is material in the context of this proposed listing, that the information contained in the Draft Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Draft Information Document as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

TABLE OF CONTENTS

CONTENTS	PAGE NO.
General	
1. Definitions and Abbreviations	3
2. General Information	8
3. Eligibility Criteria	10
Industry Overview	11
I. Business	
1. Description of our Business and Operations	15
2. Financial Information	22
3. Capital Structure	36
4. Description of Property	45
II. Risk Factors	46
III. Security ownership of certain beneficial owners and Management	54
IV. Our Management	55
V. Promoters	61
VI. Related Party Transactions	66
VII. Outstanding Litigations	67
VIII. Declaration	68

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

General Terms

Term	Description
“Ratnaakar Infrastructure Limited”, “Ratnaakar Infra”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to Ratnaakar Infrastructure Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 25/29, Dr. Deshmukh Lane, 101, Gagangiri Tower, V. P. Road, Mumbai – 400 004

Company Related Terms

Term	Description
Act/Companies Act, 2013	The Companies Act, 1956, as amended and The Companies Act, 2013 to the extent of such provisions as have come into effect vide Ministry of Corporate Affairs’ Notification till date
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of Ratnaakar Infrastructure Limited, as amended from time to time
Auditors / Statutory Auditors	The Statutory Auditors of our Company, being M/s M. M. Mathuria and Associates, Chartered Accountants
Board of Directors / Board	The Board of Directors of Ratnaakar Infrastructure Limited, including all duly constituted Committees thereof
Capital/Share Capital / Equity Share Capital	Equity Share Capital of the Company
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	NSDL and CDSL
Developable Area	The total area which we develop in each of our projects, and includes carpet area, common area, service and storage area as well as other open area including car parking
Director(s)	Director(s) of Ratnaakar Infrastructure Limited unless otherwise specified
Equity Share(s) / Share(s)	Equity Shares of our Company of Face Value of ` 10 each unless otherwise specified in the context thereof
Equity Shareholder	Means a holder of Equity Shares of Our Company
FSI	Floor Space Index, which means the quotient of the ratio of the combined gross floor area of all floors, except areas specifically exempted, to the total area of the plot
Forthcoming Projects / Upcoming Projects	Our projects for which (i) land has been acquired or a memorandum of understanding or development agreement has been executed; (ii) if required,

	change of land use has been completed, or an application for change in land use has been submitted to the relevant authorities; and (iii) management's project development plans are complete
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
Indian GAAP	Generally Accepted Accounting Principles in India
Listing Agreement	The listing agreement to be entered into by our Company with the Stock Exchange
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Ratnaakar Infrastructure Limited
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange (Consolidation) Regulations, 2000
Ongoing Project	A project in respect of which the necessary legal documents relating to the acquisition of land or development rights have been executed by us and/ or key land related approvals have been obtained and any one of the following activities are being undertaken (not necessarily in the sequence set out herein): (a) on-site construction of the project has commenced; (b) initial detailed design for civil and landscaping is being undertaken and work has commenced on detailed design; (c) project launch activity which includes the construction of a show residence, sales office and other supporting infrastructure at the project site has commenced; or (d) an architect has been appointed and a detailed concept design is being prepared
Promoters/ Core Promoters	Mr. Shantilal Mehta , Mr. Sukhraj Mehta, Mrs. Vimla Mehta , Mr. Vinod Mehta and M/s. Nityanand Industries Pvt Ltd
Registered Office	The Registered Office of our company is located at 25/29, Dr. Deshmukh Lane, 101, Gagangiri Tower, V. P. Road, Mumbai – 400 004
ROC	Registrar of Companies, Mumbai
Saleable Area	That part of Developable Area relating to our economic interest in each project
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended
SEBI Takeover Regulations / SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended
SEBI Insider Trading Regulations	The SEBI (Prohibitions of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time
Stock Exchange	Unless the context requires otherwise, refers to, the NSE Limited
Urban Land Ceiling Act	The Urban Land (Ceiling & Regulation) Act, 1976

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
AY	Assessment Year
B.Com	Bachelor of Commerce
B.E.	Bachelor of Engineering
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
CA	Chartered Accountant
CC	Commencement Certificate
CDSL	Central Depository Services (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FY/Fiscal	Financial Year
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
GDP	Gross Domestic Product
GoI /Government	Government of India
ITP	Institutional Trading Platform
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MBA	Master in Business & Administration
M Com	Master in Commerce

Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MOU	Memorandum of Understanding
NA	Not Applicable
NPV	Net Present Value
NSDL	National Securities Depository Limited
NSE	NSE Limited (formerly known as Bombay Stock Exchange Limited)
NSE-EMERGE	ITP platform of NSE EMERGE of NSE for listing of equity shares offered under Chapter X-C of the SEBI (ICDR) Regulations
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
ROE	Return on Equity
RONW	Return on Net Worth
₹ or Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
Sq.ft	Square Feet
Sq.mt	Square Meter
SME	Small And Medium Enterprises
SSC	Secondary School Certificate
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Days	All days except Saturday, Sunday and any public holiday

Certain Conventions – Use of Market Data

In this Draft Information Document, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared and in accordance with the applicable regulations. In this Draft Information Document, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

In this Draft Information Document, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”.

Conversion table for Area

In this Draft Information Document, the Company has presented information related to land in various units. The conversion ratio of such units is as follows:

1 hectare = 2.47 acres
1 acre = 4,046.85 sq.mts
1 acre = 43,560.00 sq.ft
1 acre = 4840 sq yards
1 Sq.yard = 9 Sq. Ft
1 sq.mt = 10.764 sq.ft

Forward –Looking Statements

Statements included in this Draft Information Document which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “ should”, “will pursue” and similar expression or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in India and other countries
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices
- The performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry
- Changes in the value of the Rupee and other currencies
- The occurrence of natural disasters or calamities
- Change in political and social conditions in India

GENERAL INFORMATION

Our Company was incorporated as 'Ratnakar Infrastructure Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 1, 2010 issued by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Ratnaakar Infrastructure Limited' pursuant to a Fresh Certificate of Incorporation dated *February 23, 2015* issued by the Registrar of Companies, Mumbai. Our corporate identification number is U70109MH2010PLC202662.

Registered Office of our Company:

Ratnaakar Infrastructure Limited

25/29, Dr. Deshmukh Lane,
 101, Gagangiri Tower, V. P. Road,
 Mumbai – 400 004

Tel.: +91 22 66595788 / 22672755

Fax: +91 22 66595790 / 22633238

Website: www.ratnaakargroup.com

E-mail: info@ratnaakargroup.in

Address of the ROC:

Registrar of Companies, Mumbai, Maharashtra

100, Everest,
 Marine Drive,
 Mumbai- 400002.

Tel: 022-22812627/22020295/22846954

Fax: 022-22811977

Website: www.mca.gov.in

E-mail: roc.mumbai@mca.gov.in

Name of Stock Exchange where proposed to be listed

Our Company proposes to list its Equity Shares on the Institutional Trading Platform of NSE Emerge

Our Board of Directors

The following table sets out details regarding our Board as on the date of the Draft Information Document:

Name	Designation	Age	DIN	Address
Shantilal. D. Mehta	Director	61	00234008	801, Shreenath Krupa CHSL, 8th Floor 11/13 Dr Deshmukh lane, Mumbai- 400004
Sukhraj. S. Mehta	Director	65	00474066	701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006
Vinod. S. Mehta	Managing Director	41	00474046	701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006
Shilpa. S. Mehta	Non-Executive Director	36	00234300	1904, Gagangiri Tower, 19th Floor 25/29 Dr Deshmukh Lane, Mumbai- 400004
Kaushik K. Mota	Independent Director	35	00539087	1/11, Parekh Building, Zaoba Wadi, Near Ram Mandir, Thakurdwar, Kalbadevi, Mumbai- 400002
Parag. S. Kulkarni	Independent Director	43	07099863	Flat No 3, Pallavi Society, Veer Desai Road, Andheri West, Mumbai- 400058

For further details of our Directors, please see section titled “Our Management” on page 55 of this Draft Information Document.

COMPANY SECRETARY & COMPLIANCE OFFICER	
Name	Mrs. Niti Nilesh Jain
Address	B/602, Rushabh Apt. Near Jain Temple, Kurar Village, Malad (East), Mumbai- 97.
Contact No.	+91- 9004741072
Mail ID	skjandassociates@gmail.com

STATUTORY AUDITORS	
Name	M. M. Mathuria & Associates
Address	56, Botawala Building, Office No. 9 & 10, Bomanji Master Lane, Opp. Kalbadevi Post Office, Mumbai- 400002
Contact No.	22071288/ 22091288
Mail ID	mmmathuria@yahoo.com
Website	www.mathuria.com
Firm Regn no.	115354W

ANGEL INVESTOR	
Name	Next Orbit Ventures Fund
Address	609, Inzio Building, Cardinal Gracias Road, Andheri (East), Mumbai-400 099
Contact No	+91- 9167540972
Website	www.nextorbitventures.com
Contact Person	Mr. Ajay Jalan
Mail ID	ajay@nextorbitventures.com
SEBI Reg No.	IN/VCF/11-12/0232

REGISTRAR TO THE COMPANY	
Name	Bigshare Services Pvt. Ltd
Address	E/2, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri-East. Mumbai- 72
Contact No.	022-28470652/ 40430200
Fax No.	022-28475207
Contact Person	Mr. Ashok Shetty
Mail ID	info@bigshareonline.com
SEBI Reg No.	INR000001385

ELIGIBILITY FOR LISTING ON INSTITUTIONAL TRADING PLATFORM OF NSE EMERGE

We are an unlisted company as on date of this application, and propose to list our Equity Shares on the Institutional Trading Platform (ITP) of NSE Emerge as per the provisions of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Further, our Company is eligible for the listing as per the eligibility criteria set out in Regulation 106Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We confirm that

1. The name of our Company, our promoters, any of our group companies or directors does not appear in the willful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the Company that has been admitted by a competent court;
3. Our Company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the Company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. Our Company was incorporated on May 01, 2010, hence not completed more than ten years after incorporation and our revenues have not exceeded Rs. 100 crores (Rupees One Hundred Crores) in any of the previous financial years;
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. Having being incorporated in the FY 2010-11, we have more than one year's audited financial statements at the time of making this application;
8. In accordance with Regulation 106Y(h)(i) of SEBI (ICDR) Regulations, 2009, Next Orbit Ventures Fund, a SEBI Registered Venture Capital Fund, has invested a sum of Rs.50 Lacs by subscription of 2,77,800 equity shares of our Company.

We further confirm that in accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoters, Nityanand Industries Private Limited has given their consent to lock-in 15,02,258 Equity Shares, representing 20 % of the post listing Capital of the Company, for a period of three years from the date of listing.

We further confirm that in terms of Regulation 106ZC of SEBI (ICDR) Regulations, 2009:

- (i) All Equity Shares of our Company shall be in dematerialized form upon listing on Institutional Trading Platform.
- (ii) Our Company has entered into a Tripartite Agreement with CDSL and NSDL dated 09th April, 2015 and 22nd April, 2015, respectively. We further confirm that we shall have connectivity with at least one depository at all times.
- (iii) The minimum trading lot on institutional trading platform shall be Rs. 10.00 Lacs.

INDUSTRY OVERVIEW

Unless otherwise stated, Industry & Market data used throughout this Draft Information Document has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Information Document is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Draft Information Document is meaningful depends on the readers' familiarity with and understanding of the methodologies used in compiling such data.

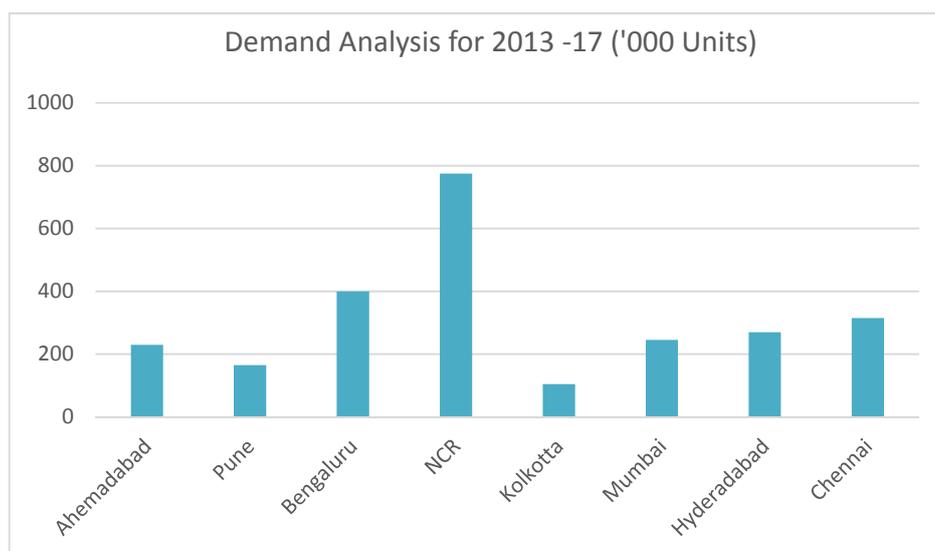
Introduction

The Indian real estate sector is one of the most globally recognized sectors. In the country, it is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. It comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

According to a study by ICRA, the construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investments in the near future, as a survey by an industry body has revealed a 35 per cent surge in the number of enquiries with property dealers. Bengaluru is expected to be the most favored property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

Private equity (PE) funding has picked up in the last one year due to attractive valuations. Furthermore, with the Government of India introducing newer policies helpful to real estate, this sector has garnered sufficient growth in recent times.



Source: www.ibef.org

Market Size

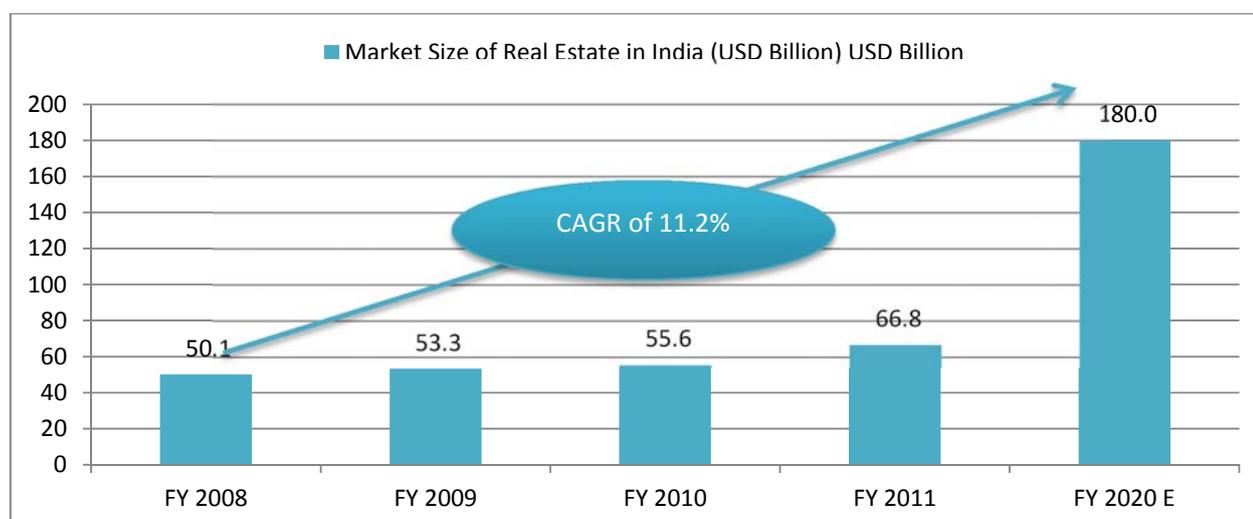
India's real estate market is expected to increase seven times by 2028 to reach US\$ 853 billion by 2028 from US\$ 121 billion in 2013. It is currently the fourth-largest sector in the country in terms of foreign direct investment (FDI) inflows. FDI in the sector is estimated to grow to US\$ 25 billion in 10 years.

Real estate contribution to India's gross domestic product (GDP) is estimated to increase to about 13 per cent by 2028, on the back of increasing industrial activity, improving income level and urbanization.

Private equity (PE) investments in real estate in 2013 stood at US\$ 1.1 billion, a 13 per cent increase in INR terms from US\$ 1.2 billion in 2012. Total number of deals increased from 34 in 2012 to 40 in 2013, with an average deal size of US\$ 28.0 million.

The Government of India has allocated US\$ 1.3 billion for Rural Housing Fund in the Union Budget 2014-15. It has also allocated US\$ 0.7 billion for National Housing Bank (NHB) to increase the flow of cheaper credit for affordable housing for urban poor.

The entry of major private players in the education sector has created vast opportunities for the real estate sector. Emergence of nuclear families and growing urbanization have given rise to several townships that are developed to take care of the elderly. Growth in the number of tourists has resulted in demand for service apartments. This demand is likely to be on the uptrend and presents opportunities for the unorganized sector.



Source: www.ibef.org

Notes: CAGR - Compounded Annual Growth Rate, E - Estimates

Investments

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces.

Blackstone Group Lp is all set to become the largest owner of commercial office real estate in India after a three-year acquisition drive in which it spent US\$ 900 million to buy prime assets.

According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received foreign direct investment (FDI) equity inflows to the tune of US\$ 24,012.87 million in the period April 2000-December 2014.

Some of the major investments in this sector are as follows:

- Google Capital has invested in Bengaluru-based online property search platform, CommonFloor.com.
- Omkar Realtors and Developers Pvt Ltd is in talks to raise Rs 400 crore (US\$ 66.68 million) from KKR India Asset Finance Pvt Ltd, the local arm of global investor Kohlberg Kravis Roberts and Co LP (KKR).
- Goldman Sachs Group bought shares worth Rs 255 crore (US\$ 41.23 million) in Vatika Hotels Pvt Ltd, a company owned by real estate and hospitality firm Vatika Group.
- SoftBank Internet and Media Inc will invest, along with Falcon Edge Capital and others, US\$ 90 million in Locon Solutions Pvt Ltd, which runs Housing.com - a realty website. The SoftBank Group will become the largest investor in Housing.com after this round of funding.
- The Qatar Prince, Hamad bin Khalifa Al Thani, plans to invest Rs 1,000 billion (US\$ 16.17 billion) over the next five years in at least 10 smart cities of India. He has already tied up with a Delhi-based businessman for taking the investment forward through projects in real estate, sea ports and airports, besides smart cities.
- Real estate firm Supertech has planned to invest about Rs 2,000 crore (US\$ 323.49 million) in Gurgaon over the next few years by launching several luxury and affordable projects.

Government Initiatives

Under the Sardar Patel Urban Housing Mission, 30 million houses will be built by 2022, mostly for the economically weaker sections and low-income groups, through public-private-partnership (PPP), interest subsidy and increased flow of resources to housing sector', according to Mr M Venkaiah Naidu, Union Minister of Urban Development, Housing and Urban Poverty Alleviation and Parliamentary Affairs, Government of India.

The Government of India along with the governments of the respective states have taken several initiatives to encourage the development in the sector. Some of them are as follows:

- The Government of Maharashtra has announced a series of measures to bring transparency and increase the ease of doing business in the real estate sector.
- The Government of India has relaxed the norms to allow foreign direct investment (FDI) in the construction development sector. This move should boost affordable housing projects and smart cities across the country.
- The Securities and Exchange Board of India (SEBI) has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts (InvITs). This move will enable easier access to funds for cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.
- The Telangana Real Estate Developers' Association (Treda) plans to host the Fifth Treda Property Show 2014 at Hitex Centre, Hyderabad. The show will be open to a mix of the populace, including prospective property purchasers, investors, architects and others.
- The State Government of Kerala has decided to make the process of securing permits from local bodies for construction of houses smoother, as it plans to make the process online with the launch of a software called 'Sanketham'. This will ensure a more standardized procedure, more transparency, and less corruption and bribery.

Road Ahead

Responding to an increasingly well-informed consumer and keeping in mind the globalization of the Indian business outlook, real estate developers have also shifted gears and accepted fresh challenges.

The most marked change has been the shift from family owned businesses to professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are investing in centralized processes to source material and organize manpower and hiring qualified professionals in areas like project management, architecture and engineering.

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



Exchange Rate Used: INR 1 = US\$ 0.016 as on February 26, 2015

Source: www.ibef.org

References: Ministry of Finance, Press Information Bureau (PIB), Media Reports and Publications, Department of Industrial Policy and Promotion (DIPP), CREDAI.

Disclaimer: This information has been collected through secondary research and IBEF is not responsible for any errors in the same.

SECTION I – BUSINESS

DESCRIPTION OF OUR BUSINESS AND OPERATIONS

OUR BUSINESS

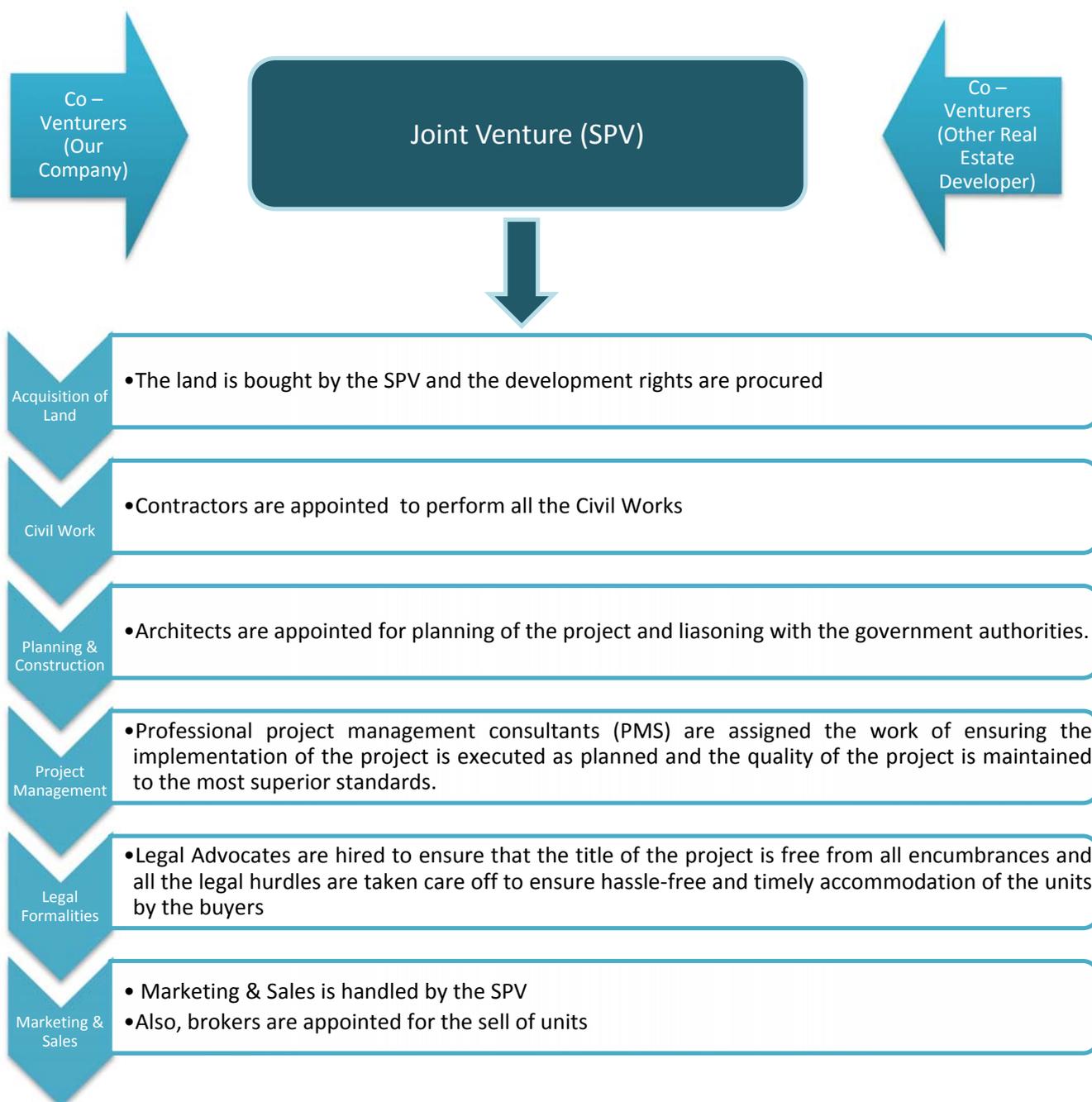
RATNAAKAR GROUP is in the business of real estate. With projects that range from apartments to housing complexes, commercial complexes, software parks, global townships, hospitality service apartments, retail spaces and villa developments. It has its presence in Vadodara (Gujarat) and Mumbai (Maharashtra).

The company is planning expansion not just in terms of cities but also in its offerings. Plans are to enhance skylines not just in Mumbai, but also outskirts through commercial complexes, malls and townships.

Ratnaakar Infrastructure Limited is a real estate developer based in Mumbai, India. It was incorporated in May, 2010 and within a span of four years has created a diversified portfolio of real estate development projects in prime areas of Mumbai. We also have our presence in Slum Rehabilitation Schemes.

Among our promoters, Shantilal Mehta and Sukhraj Mehta, are in the business of real estate industry since 1971 and have over 30 years of experience in residential as well as commercial projects.

OUR OPERATIONS



The diagram above depicts the joint venture business model followed by our company. A Co-venturer and our company enter into a joint venture agreement wherein both the parties form a SPV for the project undertaken. Both the parties then infuse equity required for the project undertaken.

Each party's economic interest, or share in the joint development, is based on a number of parameters which vary from project to project, but it typically considers factors such as the size of the land being developed, its location, equity infused and the total achievable floor space index for the project. The acquisition of land for the project and

the development costs are borne by the SPV, which holds the development rights to the land, and the project is typically sold and marketed under the "Company's or Joint Developers" name .

Planning and Execution

Contractors are appointed to perform all the Civil Works, architects take care of planning and proper procurement of statutory approvals. The legal advocates handle all the legal formalities.

Quality

The tasks of timely and proper execution is outsourced to PMS (Project Management Services) agencies who ensure that the units are completed as planned at the same time the quality is not compromised on. We control quality by selecting only experienced designer and construction companies. We intend to continue to follow our outsourcing model and further strengthen our relationships with key service providers such as architects and contractors. This will enable our management to focus more on our core business by continuing to outsource the design and construction to our service providers.

Sales & marketing

The company itself handles the sales and marketing of the project. Most of the enquiries are handled and processed by the respective sales offices. Brokers also partake in the sales and marketing process for timely sale of units and better deals. We liaise with various banks and housing finance companies to provide our customers with convenient access to finance in order to facilitate their purchase.

OUR COMPETITIVE STRENGTHS:

Experienced Management and Employees:

We have the technical and human resource capabilities spanning various aspects of our real estate development business, from identification and acquisition of land to designing, planning, executing and marketing our projects. The Company has a team of experienced management and employees in the construction & property development sector. Our management and professional personnel have experience in anticipating market trends, identifying new markets and potential sites for development. Their relationships with the suppliers from whom we source construction materials and the contractors we engage for construction services, allowing us to better manage the quality, schedule and cost of the materials and construction in our projects.

Diversified portfolio of real estate projects

We believe that our ongoing projects are diversified across each of the residential and commercial segments of the real estate development market in India. We believe that this diversity in our portfolio of projects, created by our range of offerings, cities in India (and variety of locations within such cities) and price ranges will help us cater to different segments of the market and diversify our risk of dependence on a particular segment.

Spear Heading Leadership:

We believe that the experience of our management team and its in-depth understanding of the real estate industry in India will enable us to continue to take advantage of both current and future market opportunities.

Innovation in our projects and our processes:

We believe that one of our strengths is the innovation in the execution of our projects. We seek to anticipate the changing preferences of our prospective customers in developing our real estate projects and cater to the needs of such customers. To this end, we continuously tailor our amenities and designs of our residential projects to meet the requirements of our customers.

Established Reputation for Quality Projects and Construction:

We have successfully completed several projects. We have never experienced any significant quality issues nor have we ever been cited for any material deficiencies in construction of our projects.

PROJECT DETAILS:

Ongoing Projects

1. *National Market Annexe*

After the successful completion of New National Market, the company has started constructing adjoining plot to cater the increasing demands of the small entrepreneurs and cash on the royalty. The project named “National Market Annexe” is a 30,000 sq. ft. commercial project is centrally located in Wadala (West), Mumbai. It is well connected to monorail, station, and hospital. There are many small unorganized markets nearby, the project gives the surrounding a well-organized market. The project is a 70:30 joint venture between Suleman Haroon & Co. and Ratnaakar Infrastructure Ltd. Our Company has entered into a joint development agreement dated July 01, 2011 with Suleman Haroon & Co for developing this project wherein Ratnaakar Infrastructure Ltd. will invest funds in the project and Suleman Haroon & Co will be the developer. The project provides small units affordable by small entrepreneurs backed by basic amenities including DG generators.



2. *Shrushti*

Our Company has already started acquisition of land reserves for development of the Project “Shrushti”. It is a residential project over BMC Plot measuring 2,50,000 sq ft. area in Rajawadi, Ghatkopar. The Project is about slum redevelopment scheme. It is occupied by the slum dwellers and company took the initiative of exploring the land by giving the slum dwellers flats. Unanimous tenants’ consent is received for the project. Company also got Slum Redevelopment Authority’s Approval for the same.

The area is very well connected to the two metro stations i.e Ghatkopar and Jagruti Nagar. The area falls in the vicinity of temples. In the coming two years the company would be relocating the slum dwellers and selling the portion. The project is a 65:35 Joint Venture between Ratnaakar Infrastructure Ltd & Deven Pankaj Mody. The Company has entered into a Joint Development Agreement dated April 06, 2013.

Summary of Ongoing Projects

Sr No	Project Name	Location	Project Type	Saleable Area (Sq.Ft)	Co’s Share in the Project
1	National Market Annexe	Wadala (West)	Commercial	30,000	30%
2	Shrushti	Ghatkopar	SRA - Residential	2,50,000	65%

Upcoming Projects

1. SONI House

The Project “Soni House” is a residential project over land measuring 40,000 sq ft. area located in the Hub of Lower Parel. The Project is a premium project involving redevelopment of plotted colony wherein the company will be approaching BMC authorities to get required approvals under sub regulation 7 of regulation 33 of the Development Control Regulations for Greater Bombay, 1991. The land is a freehold land with 27 tenants. The project is a 60:40 Joint Venture between Stenos Infra Co. & Ratnaakar Infrastructure Ltd. The Company has entered into a Joint Development Agreement dated June 28, 2011 with Stenos Infra Co. for jointly developing the project. The project is at the stage of getting consent from the tenants. In the meantime company will be relocating the tenants, bearing the rents & provide them with other facilities.

COMPETITION

The real estate market is highly competitive and fragmented, and we face completion from various domestic real estate developers. Some of our competitors have greater financial, marketing, sales and other resources than we do. Moreover as we seek to diversify into new geographies, we face the risk that some of our competitors who have a pan-India presence while our other competitors have a strong presence in the regional markets. Competitive overbuilding in certain markets may have a material adverse effect on our operations in that market.

INSURANCE

Our operations are subject to hazards inherent to the real estate industry, such as work accidents, fires, earthquakes, floods and other force majeure events, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We obtain standard fire and special perils policies for the construction of buildings to cover construction risks and third party liabilities for the duration of the property development. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate.

INTELLECTUAL PROPERTY

We have registered copyright for “RATNAAKAR” vide registration number A-108090 / 2013

APPROVALS TO CARRY ON THE BUSINESS:

Sr No	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation	U70109MH20102026PLC202662	MCA	23-02-2015	-
2	Permanent Account Number (PAN)	AAECR8108B	NSDL	01-05-2010	-
3	Tax Deduction Number	MUMR28500D	NSDL	12-11-2014	-
4	Shops & Establishment Certificate	760166458	Maharashtra Shop & Establishment Act	24-11-2010	31-12-2017

APPROVALS FOR ON GOING PROJECTS:

We require various approvals to carry on our construction and development activities. We have undertaken and/or are in the process of developing various projects and these projects are being developed on freehold land owned by us or by our joint venture companies. Also, some of our projects are being developed under development and/or joint development agreements.

In relation to the projects undertaken, the Company has obtained and in some cases are in the process of obtaining the various approvals such as layout plan approval, building plan approval, commencement certificate, no objection from Chief Fire Officer, environmental clearance. Further as some of our projects are being developed under joint development agreement, obtaining of licenses & necessary governmental approvals is the responsibility of the joint development partner and they have obtained the necessary approvals from the concerned authorities.

Approvals obtained by us for one of the ongoing project named "National Market Annexe" are as follows:

Sr No	Particulars	Reference No.	Issuing Authority	Date of Issue
1	Layout Approval	SRA / ENG / 429 / FS / ML – PL / LAY	Slum Rehabilitation Authority	8 th August, 2014
2	Intimation of Approval	SRA / ENG / 3070 / FS / ML – PL / AP	Slum Rehabilitation Authority	3 rd February, 2014
3	Commencement Certificate	SRA / ENG / 3070 / FS / ML – PL / AP	Slum Rehabilitation Authority	6 th May, 2014

Approvals obtained by us for one of the ongoing project named "Shrushti" are as follows:

Sr No	Particulars	Reference No.	Issuing Authority	Date of Issue
1	Intimation of Approval	SRA / ENG / 2947 / N / PL - STGL / AP	Slum Rehabilitation Authority	11 th July, 2014

Approvals to be applied for at various stages of the projects

We will require certain additional approvals from various Governmental and local bodies in relation to all the projects executed or to be executed by us. We will apply for necessary approvals when required at various stages of construction. These approvals will be granted by the relevant authorities subject to the compliance with the requirements of the local laws. These approvals, inter alia, may include no objection certificates from various government agencies, sanction of plans, commencement certificates and occupancy certificates from the relevant sanctioning/ local authorities. Additionally, we may also require approvals under various environmental legislations for some of our projects and shall apply for these at the relevant stages of the construction. We may also apply for renewal of various operational permissions, approvals and licenses from time to time for the completed projects from appropriate statutory and governmental authorities.

FRANCHISEE / CONCESSIONS:

As on date, we do not have any franchisee. We have not entered in to any concession agreements.

RESEARCH & DEVELOPMENTS:

Not applicable for our Industry

HUMAN RESOURCES:

We have experienced management team with established processes. Our Promoters have more than three decades of experience in managing and operating real estate, and related activities and have successfully been running their business. We believe that the strength of our management team and their understanding of the real estate market will enable us to continue to take advantage of current and future market opportunities.

As of 31st March, 2015 the Company has total 10 full time employees which are bifurcated as under:

Sr. No.	Name	Designation
1	Sukhraj Mehta	Director
2	Shantilal D. Mehta	Director
3	Vinod S. Mehta	Managing Director
4	Shilpa S. Mehta	Non- Independent & Non-Executive Director
5	Kaushik K. Mota	Independent & Non-Executive Director
6	Parag Kulkarni	Independent & Non-Executive Director
7	Niti Jain	Company Secretary
8	Kalpesh D. Rane	Head of Accounts & Finance
9	Rinku Shah	Asst. Accounts & Finance
10	Ram Gohil	Assistant
11	Ramashish Mandal	Assistant

WORKING CAPITAL:

As on March 31st, 2015 our working capital comprised of the following:

Particulars	(Amount in ₹) 2014-15
Current Investments	3,33,49,585
Trade Receivables	-
Cash & Bank Balance	51,890
Short- Term Loans & Advances	1,84,23,191
TOTAL (A)	5,18,24,666
Short Tem Borrowing	46,61,546
Trade payables	2,835
Other current liabilities	244,252
Short Tem Provisions	85,65,000
TOTAL (B)	1,34,73,633
Net Working Capital (A) – (B)	3,83,51,033

[Our working capital requirements are mostly funded through own funds]

OUR SUBSIDIARIES

Ratnaakar Infrastructure Limited has no subsidiary as on the date of filling of Information Memorandum.

FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S REPORT

To the Members of **Ratnaakar Infrastructure Limited**

Report on the Financial Statements

I have audited the accompanying standalone financial statements of **Ratnaakar Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2015**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of The Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for the safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, I report that:
 - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b. In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c. The balance sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act; and
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M. M. Mathuria & Associates.**

Chartered Accountants

Firm's Registration No: 115354W

Sd/-

(**Mr. Manoj. M. Mathuria**)

(Proprietor)

Membership. No.: 049425

Place of Signature: Mumbai

Date: 9th day of June, 2015.

ANNEXURE TO THE AUDITORS' REPORT

With reference to the Annexure referred to in paragraph 3 of the report of the Auditors' to the members of the **Ratnaakar Infrastructure Limited** ('the Company') on the financial statements for the year ended March 31, 2015, I am reporting that;

1. (a) The Company does not hold any fixed assets, thus paragraph 3(i)(a) of the report regarding the maintenance of proper records including showing full particulars, including quantitative details and locations of fixed assets is not applicable.
(b) As informed to me, since the Company does not hold any fixed assets, thus paragraph 3(i)(b) of the report regarding, physical verification of fixed assets by the management during the year and material discrepancies, is not applicable.
2. (a) The Company does not hold any inventories, thus paragraph 3(ii)(a) of the report regarding the physical verification by the management, is not applicable.
(b) The Company does not hold any inventories, thus paragraph 3(ii)(b) of the report regarding the procedures of physical verification of inventories followed by the management, is not applicable.
(c) The Company does not hold any inventories, thus paragraph 3(ii)(c) of the report regarding maintenance of records, is not applicable.
3. (a) According to the information and explanation given to me, the company has granted loan to one entity, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
(b) In the case of the loans granted to the body corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
(c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
4. In my opinion, and according to the information and explanations given to me, there are generally adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of my audit, and on the basis of information and explanations given to us, no major weaknesses have been noticed in internal controls.
5. The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or other relevant provisions of the Companies Act and the rules framed there under are not applicable.
6. As per the information and explanations given to me, the Central Government has not prescribed the maintenance of cost records under section 148(1) of The Companies Act, 2013 in respect of any of the services carried out by the Company.

7. (a) According to the information and explanations given to me and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The company has no accumulated losses at the end of the financial year. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The Company has applied the term loans for the purpose for which the same was obtained.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For M. M. Mathuria & Associates.
Chartered Accountants
Firm Regn. No. : 115354 W

(M. M. Mathuria)
Sole Proprietor
Membership No: 49425

Place: Mumbai
Date: 9th day of June, 2015.

The audited financial information of **Ratnaakar Infrastructure Limited** comprising of the Balance Sheet and Profit & Loss account along with the notes to accounts for the financial 2014 - 2015 is provided below:-

Balance Sheet as at 31st March, 2015

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	7,23,34,880	4,97,76,000
Reserves and surplus	2	6,19,00,279	3,78,78,036
Share Application Money, Pending Allotment		-	-
		13,42,35,159	8,76,54,036
Non-current liabilities			
Long-term borrowings	3	-	7,15,527
		-	7,15,527
Current liabilities			
Short Tem Borrowing	4	46,61,546	-
Trade payables	5	2,835	-
Other current liabilities	6	2,44,252	62,328
Short Tem Provisions	7	85,65,000	57,65,000
		1,34,73,633	58,27,328
TOTAL		14,77,08,792	9,41,96,891
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	8	-	-
Non-current investments	9	8,66,34,303	8,11,88,699
Other non-current assets	10	5,74,186	1,76,360
Long-term loans and advances	11	86,75,637	57,51,253
		9,58,84,126	8,71,16,312
fCurrent assets			
Current Investments	12	3,33,49,585	-
Cash and cash equivalents	13	51,890	50,912
Short-term loans and advances	14	1,84,23,191	70,29,667
		5,18,24,666	70,80,579
TOTAL		14,77,08,792	9,41,96,891

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
CONTINUING OPERATIONS			
Revenue from operations (Gross)	15	96,09,144	1,00,33,784
Revenue from operations (Net)		96,09,144	1,00,33,784
Expenses			
Cost of materials consumed		-	-
Purchases of stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
Employee benefits expense	16	11,74,615	2,40,000
Other expenses	17	9,13,667	3,39,468
		20,88,282	5,79,468
Total			
Earnings before finance cost, depreciation, tax		75,20,862	94,54,316
Finance costs	18	4,44,404	3,485
Depreciation	8	-	-
Other income	19	16,98,681	-
(Loss) / Profit before tax		87,75,139	94,50,831
Tax expense:			
Current tax		28,00,000	30,00,000
Deferred tax		-	-
		28,00,000	30,00,000
(Loss) / Profit for the year		59,75,139	64,50,831

Note 1 Share Capital

Particulars	31 March, 2015		31 March, 2014	
	Number of shares	Amount	Number of shares	Amount
Authorized Equity shares 10,000,000 of Rs.10/- each	1,00,00,000	10,00,00,000	50,00,000	5,00,00,000
Issued, Subscribed and paid up Equity shares of Rs. 10/- each (7233488 equity shares issued during the year at par) Share Application Money	72,33,488 -	7,23,34,880 -	49,77,600 -	4,97,76,000 -
Total	72,33,488	7,23,34,880	49,77,600	4,97,76,000

1.1 The reconciliation of the number of equity shares outstanding is set out below

Particulars	Opening Balance	Fresh issue	Other changes (give details)	Closing Balance
Equity shares Year ended 31 March, 2015				
- Number of shares	49,77,600	22,55,888	-	72,33,488
- Amount (Rs 10/-)	4,97,76,000	2,25,58,880	-	7,23,34,880
Year ended 31 March, 2014				
- Number of shares	49,67,600	10,000	-	49,77,600
- Amount (Rs 10/-)	4,96,76,000	1,00,000	-	4,97,76,000

1.2 The details of shareholder holding more than 5% Equity Shares

Name of Shareholder	31 March, 2015		31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
SHANTILAL D MEHTA	8,12,490	11.23%	8,12,500	11.23%
NITYANAND INDUSTRIES PVT LTD	51,35,377	70.99%	3,77,500	5.22%
SUKHRAJ S MEHTA	3,63,490	5.03%	-	0.00%
DEV SHARE TRADING PVT LTD	-	0.00%	5,33,350	7.37%
PRAJAN TRADING PVT LTD	-	0.00%	7,33,350	10.14%
IDANI TRADING PVT LTD	-	0.00%	5,00,000	6.91%
MANSARE TRADING PVT LTD	-	0.00%	5,00,000	6.91%

Note 2 Reserves and surplus

Particulars	31 March, 2015	31 March, 2014
Securities Premium Account		
Opening balance	2,52,14,000	2,52,14,000
Add : Premium on shares issued during the year	1,80,47,104	-
Closing balance	4,32,61,104	2,52,14,000
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1,26,64,036	62,13,205
Add: Profit / (Loss) for the year	59,75,139	64,50,831
Closing balance	1,86,39,175	1,26,64,036
Total	6,19,00,279	3,78,78,036

Note 3 Long-term Borrowings

Particulars	31 March, 2015	31 March, 2014
From Other Parties		
<u>Loan from directors</u>		
Vinod S Mehta	-	7,15,527
Total	-	7,15,527

Note 4 Short Term Loans

Particulars	31 March, 2015	31 March, 2014
Bank Overdraft	43,61,546	-
Interest-free Deposit from Directors	3,00,000	-
Total	46,61,546	-

Note 5 Trade Payables

Particulars	31 March, 2015	31 March, 2014
Trade payables	2,835	-
Total	2,835	-

Note 6 Other Current Liabilities

Particulars	31 March, 2015	31 March, 2014
Other payables		
Audit Fees Payable	83,677	49,969
Rent Payable	36,000	-
ROC Fees Payable	2,800	-
Salary Payable	64,900	-
Profession Tax Payable	10,750	-
TDS on Interest Payable	39,065	-
TDS on Professional Fees Payable	5,000	-
TDS on Salary Payable	2,060	-
SKJ & ASSOCIATES	-	12,359
Total	2,44,252	62,328

Note 7 Short Tem Provisions

Particulars	31 March, 2015	31 March, 2014
Provision for Tax	27,65,000	27,65,000
Provision for Tax A.Y. 2015-16	28,00,000	-
Provision for Tax A.Y. 2014-15	30,00,000	30,00,000
Total	83,65,000	57,65,000

Note 9 Non Current Investments

Particulars	31 March, 2015	31 March, 2014
Other Investments		
a) Investments in Partnership Firm		
Neumec Infrastructure LLP	11,24,000	9,31,000
Neuzen Realtors LLP	-	73,53,500
Stenos Infra Company	4,41,93,303	3,85,83,199
Suleman Haroon & Co.	4,10,17,000	3,43,21,000
b) Bhagwati Niwas Co-op Housing Soc Ltd	3,00,000	-
Total	8,66,34,303	8,11,88,699

Note 10 Other Non-Current Assets

Particulars	31 March, 2015	31 March, 2014
Unamortized Expenses		
a) Preliminary Expenses	5,74,186	1,76,360
Total	5,74,186	1,76,360

Note 11 Long-term Loans and Advances

Particulars	31 March, 2015	31 March, 2014
Balances with government authorities		
TDS on Interest	92,604	14,123
Advance Income Tax A.Y. 2015-16	25,00,000	-
Advance Income Tax A.Y. 2014-15	30,31,780	27,00,000
Advance Income Tax A.Y. 2013-14	22,24,662	22,11,830
Advance Income Tax A.Y. 2012-13	8,26,591	8,25,300
Total	86,75,637	57,51,253

Note 12 Current Investments

Particulars	31 March, 2015	31 March, 2014
Bank Fixed Deposit	3,33,49,585	-
Total	3,33,49,585	-

Note 13 Cash and cash Equivalent

Particulars	31 March, 2015	31 March, 2014
Cash on hand	36,899	27,878
Balances with banks		
In current accounts	14,991	23,034
Total	51,890	50,912

Note 14 Short-term loans and advances

Particulars	31 March, 2015	31 March, 2014
CDSL	6,741	-
NSDL	33,708	-
Neumec Estate Developer LLP	1,84,25,380	-
Shantilal D Mehta	(42,638)	70,29,667
Total	1,84,23,191	70,29,667

Note 8 Fixed Assets

Particulars	Gross Block				Depreciation			Net Block	
	Balance as at 1 April, 2014	Additions	Disposals	Balance as at 31 March, 2015	Balance as at 1 April, 2014	Depreciation expense for the year	Other adjustments	Balance as at 31 March, 2015	Balance as at 31 March, 2014
Land									
Freehold	-	-	-	-	-	-	-	-	-
Buildings									
Factory Building	-	-	-	-	-	-	-	-	-
Residential Building	-	-	-	-	-	-	-	-	-
Plant and Equipment									
Machinery	-	-	-	-	-	-	-	-	-
Furniture and Fixtures	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-
Office equipment	-	-	-	-	-	-	-	-	-
Computer	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-

Note 15 Revenue from operations

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Sale of Products		
Other Operating Revenues	96,09,144	1,00,33,784
	96,09,144	1,00,33,784
<u>Less:</u>		
Excise Duty	-	-
Total	96,09,144	1,00,33,784

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Sale of Manufactured goods & Traded goods	-	-
Total	-	-
Other Operating Revenues		
Interest Income	96,09,144	1,00,33,784
Total	96,09,144	1,00,33,784

Note 16 Employee benefits expense

Particulars	31 March, 2015	31 March, 2014
Salary	4,37,283	-
Director Salary	7,25,100	2,40,000
Staff Welfare Expenses	12,232	-
Total	11,74,615	2,40,000

Note 17 Other Expenses

Particulars	31 March, 2015	31 March, 2014
Rent including lease rentals	36,000	36,000
Conveyance Expenses	2,250	30
Donation	3,18,580	-
Franking Charges	9,353	-
Hotel Expenses	3,600	-
Office Expenses	9,730	1,050
Printing and stationery	11,861	1,73,344
Professional Fees	73,236	12,359
ROC Fees	8,200	4,500
Legal and professional	5,618	5,618
Travelling Expenses	1,88,322	-
Shop & Establishment	4,320	-
Stamp Duty Charges	100	-
Auditor's Remuneration	28,090	14,607
Miscellaneous expenses write off	2,14,407	91,960
Total	9,13,667	3,39,468

Note 18 Finance Costs

Particulars	31 March, 2015	31 March, 2014
Bank Charges	3,912	3,485
Interest	4,40,492	-
Total	4,44,404	3,485

Note 19 Other income

Particulars	31 March, 2015	31 March, 2014
Interest Income (Bank F.D)	3,80,749	-
Interest on Loan Given	13,17,932	-
	16,98,681	-
Interest from banks on: Deposits	3,80,749	-
Total	3,80,749	-

Significant Accounting Policies and Notes to Accounts (Schedule – 20)
A. Description of Business

It is formed to carry on the business of infrastructure, real estate & construction.

B. Significant Accounting Policies:
1. Accounting Convention

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (“GAAP”) under the historical cost convention on an accrual basis to comply in all material respects and the mandatory Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.

2. Fixed Assets and Intangible assets

The company does not have fixed assets.

3. Depreciation

The depreciation is not provided since the company does not have fixed assets.

4. Inventories

The company does not have inventories.

5. Revenue Recognition
a) Interest Income

Interest income is recognized on accrual basis taking into account the amount outstanding and the rate applicable.

6. Foreign Currency Transactions & Translation

No Foreign Currency transactions have been entered during the relevant Financial Year.

7. Retirement Benefits

(a) Provident Fund

The Company is not covered under the provisions of the Provident Funds Act.

(b) Gratuity

The Company is not covered under the provisions of the The Payment of Gratuity Act, 1972.

8. Provision and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

9. Taxes on Income

(a) The current charge for income tax is based on the tax liability computed after considering tax allowances and exemptions.

(b) Minimum Alternate Tax (MAT) is paid in accordance to the tax laws, which gives rise to future economic tax benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax once such tax liability arises. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

10. Impairment of Assets

Since the company does not have any assets, no provision for impairment of assets have been made during the relevant year.

11. Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of such assets up-to the date when such assets are ready for intended use. Other borrowing costs are charged as an expense in the year in which they are incurred.

12. Leases

According to the information and explanation given to me, the Company has not entered into any lease transactions during relevant previous year.

13. Segment Reporting (AS-17)

The Company's primary business segment is Construction/ real estate business. Based on the guidance principles given in Accounting Standard on "Segment Reporting" (AS-17) issued by the Institute of Chartered Accountants of India, this activity falls within a single primary business segment and also the company does not have any place of business abroad. Accordingly, the disclosure requirements of AS-17 in this regard are not applicable.

C. Notes to Accounts

- 1. In the opinion of Board, Current assets, Loans and Advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated.**
- 2. Previous year figures are regrouped, rearranged or recast wherever necessary.**
- 3. Debit/Credit balances in party's accounts/deposit accounts are subject to confirmation.**

4. Auditors Remuneration includes:

(Amount in Rupees)

Particulars	2014-15	2013-14
Statutory Audit Fees	22,472	14,607
Tax Audit Fees	5,618	-
Taxation matters	5,618	5,618
Out of Pocket Expenses	-	-
Total	33,708	20,225

5. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

As at March 31, 2015, no dues are outstanding to micro and small enterprises. There are no interests due or outstanding on the same.

6. Deferred Tax Liability/Asset

The Company has not provided for any deferred tax asset/liability.

7. Related Party Disclosure

Name of the Person/ Entity	Relationship	Nature of Payment	Amount (Rs.)	
			2014-15	2013-14
Sukhraj Mehta	Shareholder	Interest on Loan	1,34,211/-	NIL
Meenakshi Mehta	Shareholder	Interest on Loan	64,110/-	NIL
Amit Mehta	Shareholder	Interest on Loan	64,110/-	NIL
Ratan Mehta	Shareholder	Interest on Loan	63,493/-	NIL
Sarika Mehta	Shareholder	Interest on Loan	63,493/-	NIL

8. Director's Remuneration: (Amount in Rupees)

Particulars	2014-15	2013-14
Salary & Perquisites	7,25,100	2,40,000

CAPITAL STRUCTURE

The Share Capital of the Company as at the date of this Draft Information Document is set forth below:

Sr. No	Particulars	Amount
A	Authorized Share Capital	
	1,00,00,000 equity shares of face value of Rs.10 per share	10,00,00,000
B	Issued Subscribed and Paid-up Equity Share Capital	
	75,11,288 Equity Shares of face value of Rs. 10 each	7,51,12,880
C	Security Premium Account	4,54,83,504

The following is the history of the Equity Share Capital of the Company:

Date of Allotment	No. of shares	Face Value (In Rs.)	Issue Price (In Rs)	Consideration (cash, bonus, other than cash)	Nature of Allotment	Cumulative No. of Shares	Cumulative Paid up Share Capital	Cumulative Share Premium
29-10-2010	5,000	10	10	Cash	Initial Subscription	5,000	50,000	Nil
01-11-2010	5,000	10	10	Cash	Initial Subscription	10,000	10,000	Nil
31-03-2011	10,000	10	10	Cash	Equity	20,000	2,00,000	Nil
25-08-2011	10,00,000	10	10	Cash	Equity	10,20,000	1,02,00,000	Nil
28-02-2012	1,00,000	10	10	Cash	Equity	11,20,000	1,12,00,000	Nil
27-03-2012	1,80,100	10	150	Cash	Equity	13,00,100	1,30,01,000	2,52,14,000
28-03-2013	36,67,500	10	10	Cash	Equity	49,67,600	4,96,76,000	Nil
05-08-2013	10,000	10	10	Cash	Equity	49,77,600	4,97,76,000	Nil
07-02-2015	13,88,888	10	18	Cash	Equity	63,66,488	6,36,64,880	3,63,25,104
30-03-2015	8,67,000	10	18	Cash	Equity	72,33,488	7,23,34,880	4,32,61,104
20-06-2015	2,77,800	10	18	Cash	Equity	75,11,288	7,51,12,880	45,483,504

Shareholding of our Promoters:
Mr. Shantilal D. Mehta

Date of Allotment	No. of shares Allotted	Face Value per share (Rs)	Issue price per share (Rs)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
29-10-2010	2,490	10	10	Initial Subscription	Cash	0.03%
31-03-2011	10,000	10	10	Equity	Cash	0.13%
25-08-2011	8,00,000	10	10	Equity	Cash	10.65%

Mrs Vimla S Mehta

Date of Allotment	No. of shares Allotted	Face Value per share (Rs)	Issue price per share (Rs)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
29-10-2010	2,500	10	10	Initial Subscription	Cash	0.03%
25-08-2011	2,00,000	10	10	Equity	Cash	2.66%

Mr. Sukhraj Mehta

Date of Allotment	No. of shares Allotted	Face Value per share (Rs)	Issue price per share (Rs)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
01-11-2010	2,490	10	10	Initial Subscription	Cash	0.03%
28-02-2012	50,000	10	10	Equity	Cash	0.67%
31-03-2015	3,11,000	10	18	Equity	Cash	4.14%

Mr. Vinod Mehta

Date of Allotment	No. of shares Allotted	Face Value per share (Rs)	Issue price per share (Rs)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
01-11-2010	2,500	10	10	Initial Subscription	Cash	0.03%
28-02-2012	50,000	10	10	Equity	Cash	0.67%

Nityanand Industries Pvt. Ltd

Date of Allotment	No. of shares Allotted	Face Value per share (Rs)	Issue price per share (Rs)	Nature of Allotment/ Transfer	Nature of Consideration	Shareholding %
28-03-2013	3,67,500	10	10	Equity	Cash	4.89%
23-10-2014	34,90,100	10	10	Equity	Cash	46.46%
07-02-2015	12,77,777	10	10	Equity	Cash	17.01%

List of top Eleven Shareholders of our Company as on 25th June, 2015

Sr. No.	Name of Shareholders	No. of Shares held	% of Share holding
1	Nityanand Industries Pvt. Ltd.	5,135,377	68.37%
2	Shantilal D. Mehta	812,490	10.82%
3	Sukhraj S. Mehta	363,490	4.84%
4	Next orbit Ventures Fund	277,800	3.70%
5	Vimla S. Mehta	202,500	2.70%
6	Amit S. Mehta	139,000	1.85%
7	Meenakshi Vinod Mehta	139,000	1.85%
8	Ratan Sukhraj Mehta	139,010	1.85%
9	Sarika Amit Mehta	139,000	1.85%
10	Jitendra S. Mehta	111,121	1.48%
11	Vinod S. Mehta	52,500	0.70%

*As on date of this Draft Information Document, our Company has only eleven shareholders.

(I) (a) Shareholding Pattern of the Company as per clause 34 of Listing Agreement as on date of filing of Draft Information Document

Category code (I)	Category of Shareholder (II)	No. of Share - holders (III)	Total No. of Shares (IV)	No. of Shares held in Dematerialized form (V)	Total shareholding as a percentage of total number	Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	No. of shares (VII)	As a percentage (VIII)= (VII)/(IV)*100
(A)	Promoter and Promoter Group						
1.	Indian						
A.	Individual/Hindu Undivided Family	4	14,30,980	14,30,980	19.05%	-	-
B.	Central Govt./ State Govt.(s)	-	-	-	-	-	-
C.	Bodies Corporate	1	51,35,377	51,35,377	68.37%	-	-
D.	Financial Institutions/ Bank	-	-	-	-	-	-
E.	Any Other	-	-	-	-	-	-
	Sub-Total (A)(1)	5	65,66,357	65,66,357	87.42%	-	-
2.	Foreign						
A.	Individuals (NRIs/Foreign)	-	-	-	-	-	-
B.	Bodies Corporate	-	-	-	-	-	-
C.	Institutions	-	-	-	-	-	-

D.	Qualified Foreign Investor	-	-	-	-	-	-
E.	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter & Promoter Group (A) = (A)(1)+(A)(2) (B)	5	65,66,357	65,66,357	87.42%	-	-
(B)	Public Shareholding						
1.	Institutions	-	-	-	-	-	-
A.	Mutual Funds/ UTI	-	-	-	-	-	-
B.	Financial Institutions/ Bank	-	-	-	-	-	-
C.	Central Govt./ State Govt.(s)	-	-	-	-	-	-
D.	Alternative Investment Fund/Venture Capital	1	2,77,800	2,77,800	3.70%	-	-
E.	Insurance Companies	-	-	-	-	-	-
F.	Foreign Institutional Investors	-	-	-	-	-	-
G.	Foreign Venture Capital Investors	-	-	-	-	-	-
H.	Qualified Foreign Investor	-	-	-	-	-	-
I.	Any Other	-	-	-	-	-	-
	Sub-Total (B)(1)	1	2,77,800	2,77,800	3.70%	-	-
2.	Non – Institutions						

A.	Bodies Corporate	-	-	-	-	-	-
B.	Individuals	-	-	-	-	-	-
	ii. Individual Shareholders Holding Nominal Share upto Rs. 1 Lakh	-	-	-	-	-	-
	ii. Individual Shareholders Holding Nominal Share more than Rs. 1 Lakh	5	6,67,131	6,67,131	8.88%	-	-
C.	Qualified Foreign Investor	-	-	-	-	-	-
D.	Any Other	-	-	-	-	-	-
	Sub-Total (B)(2)	5	6,67,131	6,67,131	8.88%	-	-
	Total Public Shareholding (B) = (B)(1) + (B)(2)	6	9,44,931	9,44,931	12.58%	-	-
	Total (A) + (B)	11	75,11,288	75,11,288	100.00%	-	-

(l)(b) Statement showing holding of securities (including shares, warrants, convertible securities of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of the Shareholder	Details of shares held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a %	As a % of grand total (A) + (B) + (C) of sub-clause (l)(a)	No. of Warrants to be held	As a %	No. of Convertible Securities Held	As a %	
1	Nityanand Industries Pvt. Ltd.	5,135,377	68.37%	-	-	-	-	-	-	-	68.37%
2	Shantilal D. Mehta	812,490	10.82%	-	-	-	-	-	-	-	10.82%
3	Sukhraj S. Mehta	363,490	4.84%	-	-	-	-	-	-	-	4.84%
4	Vimla S. Mehta	202,500	2.70%	-	-	-	-	-	-	-	2.70%
5	Vinod S. Mehta	52,500	0.70%	-	-	-	-	-	-	-	0.70%

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares:

Sr. no.	Name of The Shareholder	No. of Shares	Shares as percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Next orbit Ventures Fund	277,800	3.70%
2	Amit S. Mehta	139,000	1.85%
3	Meenakshi Vinod Mehta	139,000	1.85%
4	Ratan Sukhraj Mehta	139,010	1.85%
5	Sarika Amit Mehta	139,000	1.85%
6	Jitendra S. Mehta	111,121	1.48%
	Total	944,931	12.58%

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	No. of locked-in shares	Locked-in Shares as percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
N.A.	N.A.	N.A.	N.A.

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. no.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No of Outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
N.A.	N.A.	N.A.	N.A.	N.A.

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
N.A.	N.A.	N.A.	N.A.	N.A.

DESCRIPTION OF PROPERTY

Description of properties of Company is set forth below:

Following are the details of properties that have been taken on sharing basis from one of the promoters along with office facilities:

Sr No	Location of the Property	Document	Lessor	Lease Rent	Lease Period	
					From	To
1	25/29, Dr. Deshmukh Lane, 101, Gagangiri Tower, V. P. Road, Mumbai – 400 004	Lease & License Agreement	Shantilal D Mehta (Director) Nityanand Industries Pvt Ltd	3000 p.m	1st January, 2014	31st March, 2017

- The above property is on lease. Except this, the company has no other property.
- Kindly refer page no 19 for details of intellectual property owned by the company.

SECTION II - RISK FACTORS

The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Information Document were to occur, our business, financial condition and results of operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in loss of all or part of investment.

These risks are not only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we consider immaterial to our operations. Unless specified or quantified in the relevant risk factor below, we are not in the position to quantify financial or other implications of any risks mentioned herein.

INTERNAL RISK FACTORS

- 1. Our Company has entered into joint development agreement and any failure on the part of developer may impact the operations and profitability of the company.**

Our Company has entered into various Joint Development Agreements as per the business model. Our revenues may get affected adversely in case the developer with whom our Company has entered into a Joint Development Agreement, do not complete the projects on time.

- 2. All of our facilities would be geographically located in one area only.**

All of our facilities would be geographically located in Mumbai only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

- 3. We face substantial competition in the industry and our revenues could get affected if we are unable to complete the project on time or attract customers for the project.**

Our Company is operating in real estate sector. We face significant competition from existing players and potential entrants in the industry. Given the fragmented nature of the real estate development industry in India, we often do not have complete information about the projects our competitors are developing and accordingly we may underestimate supply in the market. Increasing competition in our businesses could result in price and supply volatility, which could adversely affect our results of operations. Competitors may, whether through consolidation or growth, present more credible integrated and/or lower cost alternatives to our projects. It may face significant competition mainly from large vertically integrated and diversified companies in the industry. We face substantial competition in the industry and our revenues could get affected if we are unable to complete the project on time or attract customers for the project.

4. Our title to the freehold land held by us or other interests over land may be subject to legal uncertainties which may have adverse effect on our business, cash flows, financial conditions and results of operations.

There may be various legal irregularities to the title to the lands that we own and which we may not be able to fully identify, resolve or assess. Prior to any agreement for purchase with respect to any land or any right there in, we always verify the history and title of the land based on available documents and information by undertaking a due diligence process. However, there can be no assurance that such documents and information is accurate, authentic or complete. Additionally, property records in India have not been fully computerized and are generally maintained manually with physical records of all land related documents, which are also manually updated. This updating process can take a significant amount of time and can result in inaccuracies or errors and increase the difficulty of obtaining property records and/or materially impact our ability to rely on them. As a result, the title of the real property in which we may invest may not be clear or may be in doubt. Our rights or title in respect of these lands may be compromised by improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, unregistered encumbrances in favor of third parties, the absence of conveyance by all right holders, rights of adverse possessors, ownership claims of family members of prior owners or other irregularities that we may not be aware of.

Further, legal disputes in respect of land title can take several years and can entail considerable expense to resolve if they become the subject of court proceedings and their outcome can be uncertain. If we or the owners of the land, which is the subject of our agreements, are unable to resolve such disputes with these claimants, we may either lose our interest in such land or may be rendered unable to commence or continue development thereon. The failure to obtain good title to a particular plot of land may require us to write-off expenditures in respect of the development.

We face various practical difficulties in verifying the title of a prospective seller or lessor of property. Multiple property registries exist, and verification of title is difficult. Indian law recognizes the ability of persons to effectuate a valid mortgage by the physical delivery of original title documents to a lender, without the requirement of registration. Adverse possession under Indian law also arises upon 12 years of unconcealed, continuous and uninterrupted occupation over specific property to the knowledge and against all rights of parties, including government entities (in which case the aforementioned 12 year period is replaced by a 30 year period) that are landowners, without the specific requirement of registration of ownership rights by the adverse possessor. In addition, Indian law recognizes the concept of a Hindu undivided family, whereby all family members jointly own land and must consent to its transfer, including minor children, absent whose consent a land transfer may be challenged by such non-consenting family member.

A lack of title insurance, coupled with difficulties in verifying title to land, may increase our exposure to third parties claiming title to the property. This could result in a loss of title to the property, affect valuations of the property, or otherwise materially prejudice the development of the property which could in turn have a material and adverse effect on our business, financial condition or results of operations.

5. Our business is heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market mainly in Mumbai.

Our current projects are located primarily in Mumbai. As a result, our business, financial condition and results of operations have been and will continue to be heavily dependent on the performance of, and the prevailing

conditions affecting, the real estate market in Mumbai. The real estate market may be affected by various factors outside our control, including, among others:

- Prevailing local economic, income and demographic conditions;
- Availability of consumer financing (interest rates and eligibility criteria for loans);
- Availability of and demand for properties comparable to those we develop;
- Changes in governmental policies relating to zoning and land use;
- Changes in applicable regulatory schemes; and
- The cyclical nature of demand for and supply of real estate.

These factors may result in fluctuations in real estate prices and the availability of land, which may negatively affect the demand for and value of our projects, and may result in delays to or the cancellation of our projects, the cancellation of sales bookings.

6. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

7. Our ability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

8. Business and growth plan could be adversely affected by the incidence and rate of property taxes and stamp duties, service and other value added taxes:

As a property owning and development company, we are subject to the property tax regimes in jurisdictions in which we operate. Stamp duty is payable for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties and service and other value added taxes may be introduced which may increase our overall costs. If these property taxes, stamp duties and service or other value added taxes were to increase, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties or service and other value added taxes could have an adverse effect on our financial condition and results of operations.

9. We require regulatory approvals in the ordinary course of business, and the failure to obtain them in timely manner or at all may adversely affect our operations.

We must obtain statutory and regulatory approvals or permits at various stages in the development of our projects. For example, we are required to obtain requisite environmental consents, fire safety clearances and commencement, completion and occupation certificates from the relevant governmental authorities. We have applied for, or are in the process of applying for, such approvals or their renewal. We may not receive such approvals or renewals in the time frames anticipated by us or at all, which could adversely affect our business. If we fail to obtain, or experience material delays in obtaining or renewing approvals, the schedule of development could be substantially disrupted, which could have an adverse effect on our business, prospects, financial condition and results of operations.

10. We may not be able to identify and acquire suitable sites at reasonable cost which may adversely affect our business and prospects.

Our future performance is dependent on our ability to identify and acquire suitable sites at reasonable prices. Our ability to identify and acquire suitable sites is dependent on a number of factors that are beyond our control. These factors include the availability of suitable land, the willingness of landowners to sell land and/or assign development rights on terms attractive to us, the ability to obtain an agreement to sell from a number of owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use and the obtaining of permits and approvals for land acquisition and development. The failure to acquire or obtain development rights over targeted or purchased land may cause us to modify, delay or abandon projects, which could adversely affect our business. If we are unable to compete effectively for the acquisition of suitable land, our business and prospects will be adversely affected.

11. We have not paid dividends to equity shareholders in the past and any material adverse effect on our future earnings, financial condition, cash flows will affect our ability to pay dividends in the future.

Our Company has never paid dividends to its equity shareholders in the past. Our business is capital intensive and we may plan to make additional capital expenditure to complete various real estate projects that we are developing. Our ability to pay dividends is also restricted under certain financing arrangements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our real estate projects, financial condition and results of operations.

12. The Government proposes to enact the Real Estate (Regulation and Development) Bill, 2013 (the “Real Estate Bill”) with respect to real estate projects. Pending the Real Estate Bill becoming a statute, our Company is currently not in a position to analyze the requirements that our Company may have to comply with in accordance with the Real Estate Bill and accordingly predict the impact it may have on our business, prospects, financial condition and results of operations.

The Government of India proposes to enact the Real Estate Bill which is expected to include, inter alia, requirements to register real estate projects and obtain a certificate of registration and other approvals from the relevant authority constituted thereunder. Failure to comply with such provisions may attract penalties from the relevant authorities and/ or cause delays in the completion of a project. The Real Estate Bill is yet to be approved

by the Parliament of India and will require publication in the Official Gazette before becoming a law. There is no certainty that the Real Estate Bill will be passed in its current form, or at all, and our Company is accordingly not in a position to analyze the requirements that our Company may have to comply with and the implications of the same on our business and results of operations. At this stage, we cannot predict with certainty the impact of the Real Estate Bill on our business and operations, if enacted.

13. We depend on various third parties, including our joint venture partners, joint development partners, contractors and independent service providers, over whom we may have no control.

We undertake projects in cooperation with other real estate development companies or third parties. Arrangements governing our joint ventures may provide us with only partial control over the operations of the joint ventures under certain circumstances. In addition, it may be necessary for us to obtain consent from a joint venture partner before we can cause the joint venture to make or implement a particular business development decision or to distribute profits to us or there may be disputes between us and our joint venture partners, among our joint venture partners or between our joint venture partners and the land owner or another third party. These and other factors may cause our joint venture partners to act in a way contrary or conflicting to our interests, or otherwise be unwilling to fulfil their obligations under our joint venture arrangements, which could have a material adverse effect on our business, financial condition and results of operation.

Further, we engage independent architects and construction contractors, who may in turn hire subcontractors and other third parties, for the design and construction of all our projects. The success of our projects therefore depends significantly on the performance of various third parties, including our contractors and service providers. As we do not control any of our contractors or service providers, we cannot ensure they perform their obligations and services satisfactorily, to a standard that meets our requirements or targeted quality levels or that they are not involved in corruption or other improper conduct in relation to our projects. We may also not be able to recover compensation for any resulting defective work or materials. We may therefore incur losses as a result of our projects being delayed or disrupted or having to fund the repair of defective work or pay damages to persons who have suffered loss as a result of such defective work. We may also be required to incur additional cost or time to develop our projects, which could adversely affect our business, financial condition and results of operations.

Our joint venture partners, contractors and service providers may also face financial, legal or other difficulties which may affect their ability to continue with a project. We may therefore be required to make additional investments in the joint venture, provide extra funding or become liable for other obligations, which could result in delays to our projects, reduced profits or, in some cases, significant losses.

14. Failure on our part to meet customer expectations could impact our business operations.

Our business depends on customer preferences which cannot be predicted with certainty and are subject to rapid change. We feel that if we fail to understand and in turn respond in a timely and appropriate manner to changing customer demand with quality services, may result in decline in sales. In addition, any new services that we introduce in future may not be successfully received by customers. Any failure on our part to successfully meet customer demand or preference may negatively affect our business, financial condition and results of operations.

15. The Company has limited operating history, so it is difficult to estimate its future performance.

The Company has limited operating history from which it is difficult to evaluate the business and future prospects and viability of the Company. The Company's prospects and viability should not be evaluated based on the performance of the promoters of the Company. The Company cannot assure you about its future performance or that its business strategy will be successful.

16. Significant increase in prices or shortage of raw materials could harm the results of operations and financial position of our Company.

In the recent past, there have been fluctuations in the prices of critical raw materials. Such fluctuations in prices of raw material and our Company's inability to negotiate at optimum market rates may affect our profitability.

17. We face labour risks, including potential increases in labour costs.

We operate in a labour-intensive industry and we or our contractors hire casual labour to work on our projects. In the event of a labour dispute, if our contractors are unable to successfully negotiate with the workmen or sub-contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. It may also be difficult to procure the required skilled workers for existing or future projects. Either of these factors could adversely affect our business, financial condition, results of operations and cash flows. In addition, we may be liable for or exposed to sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

18. We have in the past entered into related party transactions and may continue to do so in the future.

We have entered into, and may in the future enter into, certain transactions with our Subsidiaries, joint ventures, directors, employees and their relatives, Promoter and companies controlled by our Promoter, including companies engaged in our line of business or in related areas. For details of our related party transactions, please see the section entitled "Related Party Transactions" on page 66. While we believe that such transactions have been conducted on arm's length basis, it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered into with unrelated parties. Such related party transactions may give rise to potential conflicts of interest with respect to dealings between us and the related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There cannot be assurance that such transactions, individually or in the aggregate, may have an adverse effect on our financial condition and results of operations.

19. We have not paid dividends to equity shareholders in the past and any material adverse effect on our future earnings, financial condition, cash flows will affect our ability to pay dividends in the future.

Our Company has never paid dividends to its equity shareholders in the past. Our ability to pay dividends in the future will depend on the earnings, financial condition and capital requirements and that of our Subsidiaries and the dividends they distribute to us. Our business is capital intensive and we may plan to make additional capital expenditure to complete various real estate projects that we are developing. Our ability to pay dividends is also restricted under certain financing arrangements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our real estate projects, financial condition and results of operations.

EXTERNAL RISK FACTORS

1. **Our Company's growth depends on domestic and regional economic growth.**

The real estate and infrastructure development business is dependent on the level of domestic, regional and global economic growth, international trade and consumer spending. The rate of growth of India's economy and of the demand for real estate and infrastructure services in India may fluctuate over the years. During periods of strong economic growth, demand for such services may grow at a rate equal to, or even greater than, that of the GDP. Conversely, during periods of slow GDP growth, such demand may exhibit slow or even negative growth. Global economic developments have adversely affected the Indian economy. There can be no assurance that future fluctuations in economic or business cycles, or other events that could influence GDP growth, will not have a material adverse effect on our business, cash flows and results of operations.

2. **Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our operations.**

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

3. **Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.**

Natural calamities such as draughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely impact our business and our operating results. India's being a monsoon driven economy, climate change caused due to global warming bringing deficient / untimely monsoons could impact Government policy which in turn would adversely affect our business.

4. **Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

5. **Active trading markets for our Equity Shares may not develop**

We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of NSE Emerge. There may be no active trading market of our Equity Shares or for securities convertible into Equity Shares. Trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further

the securities listed on ITP will be mandatorily exited on triggering of various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

6. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The NSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time.

7. The new Companies Act, 2013 is in the process of being implemented and any developments in the near future may be material with respect to the disclosures to be made in this Draft Information Document.

The Companies Act, 2013 has been published on August 29, 2013. Section 1 of the said Act was notified on August 30, 2013, while 98 more sections were notified as on September 12, 2013, section 135 and rules thereunder on 27/02/2014. The Ministry of Company Affairs has further notified 183 sections of the Act and Rules thereunder to be made effective from 01.04.2014. Though we have incorporated the relevant details pertaining to the new Companies Act, 2013 (to the extent notified) in this Draft Information Document, any further notifications by the MCA after our filing of this Draft Information Document may be material with respect to the disclosures to be made in the Draft Information Document as well as other rules and formalities for completing the Issue. The Companies Act, 2013 is expected to replace the existing Companies Act, 1956. The Companies Act, 2013 is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act, 2013 on the Issue, and on the business, prospects and results of operations of the Company.

SECTION III – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information with respect to the shareholding of a beneficial owner:

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class/ type of securities	Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent
Equity Shares	NA	NA	NA

Shareholders Agreement:

Our Company has not entered into any shareholders agreement relating to any of the securities of our Company as on date of this Information Memorandum.

List of top ten Shareholders of our Company

Sr. No.	Name of Shareholders	No. of Shares held	% of Share holding	Nominal Value
1	Nityanand Industries Pvt. Ltd.	5,135,377	68.37%	51,353,770
2	Shantilal D. Mehta	812,490	10.82%	8,124,900
3	Sukhraj S. Mehta	363,490	4.84%	3,634,900
4	Next orbit Ventures Fund	277,800	3.70%	2,778,000
5	Vimla S. Mehta	202,500	2.70%	2,025,000
6	Amit S. Mehta	139,000	1.85%	1,390,000
7	Meenakshi Vinod Mehta	139,000	1.85%	1,390,000
8	Ratan Sukhraj Mehta	139,010	1.85%	1,390,100
9	Sarika Amit Mehta	139,000	1.85%	1,390,000
10	Jitendra S. Mehta	111,121	1.48%	1,111,210

SECTION IV – OUR MANAGEMENT

BOARD OF DIRECTORS

As per Article no. 63 of the Articles of Association, The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. This is however subject to the provisions of Companies Act, 2013. Currently our company has 6 Directors out of which 2 are Independent Directors. The composition of the Board of Directors is governed by the provisions of the Companies Act and the Listing Agreements entered into by our Company with the Stock Exchange and the norms of the code of corporate governance as applicable to listed companies in India. We confirm that the composition of our Board of Directors complies with Clause 42 of the ITP Listing Agreement of NSE SME-ITP.

The following table sets forth the details regarding our Board of Directors as on the date of filing this Draft Information Document:

Name, Father's Name, Address, Occupation, Nationality & DIN	Designation, Date of Appointment, Tenure	Other Directorships
1. Vinod Sukhraj Mehta Fathers Name: Sukhraj Sumermal Mehta Age: 41 yrs Address: 701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006 Occupation: Business Nationality: Indian DIN: 00474046	Appointed as Director on 01-05-2010 Reappointed as Managing Director on 18-03-2015 Tenure 3 Years	N.A.
2. Shantilal Daulatraj Mehta Fathers Name: Daulatraj Pratapji Mehta Age: 61 yrs Address: 801, Shreenath Krupa CHSL, 8th Floor, 11/13 Dr Deshmukh lane, Mumbai- 400004 Occupation: Business Nationality: Indian DIN: 00234008	Promoter & Director Date of Appointment 01-05-2010	<ul style="list-style-type: none"> • Gujarat Infrapipes Pvt. Ltd. • Nityanand Industries Pvt. Ltd. • Ratnaakar Estate Developers Pvt. Ltd.
3. Sukhraj Sumermal Mehta Fathers Name: Sumermalji Mehta Age: 65 yrs	Promoter & Director Date of Appointment 01-05-2010	N.A.

<p>Address: 701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 00474066</p>		
<p>4. Shilpa Mehta</p> <p>Fathers Name: Shantilal Daulatraj Mehta</p> <p>Age: 36 yrs</p> <p>Address: 1904, Gagangiri Tower, 19th Floor 25/29 Dr Deshmukh Lane, Mumbai- 400004</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>DIN: 00234300</p>	<p>Non Independent, Non-Executive and Additional Director</p> <p>Date of Appointment 18-03-2015</p> <p>Tenure 5 Years</p>	<p>N.A.</p>
<p>5. Kaushik Karsan Mota</p> <p>Fathers Name: Karsan Devshi Mota</p> <p>Age: 35 yrs</p> <p>Address: 1/11, Parekh Building, Zaoba Wadi, Near Ram Mandir, Thakurdwar, Mumbai- 400002</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>DIN: 00539087</p>	<p>Independent and Non-Executive Director</p> <p>Date of Appointment: 18-03.2015</p> <p>Tenure 5 Years</p>	<ul style="list-style-type: none"> • Suvidhi Enterprises Pvt. Ltd.
<p>6. Parag Suhas Kulkarni</p> <p>Fathers Name: Suhas Rajaram Kulkarni</p> <p>Age: 36 yrs</p> <p>Address: Flat No 3, Pallavi Society, Veer Desai Road, Andheri West, Mumbai- 400058</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>DIN: 07099863</p>	<p>Independent, Non-Executive and Additional Director</p> <p>Date of Appointment 18-03-2015</p> <p>Tenure 5 Years</p>	<p>N.A.</p>

DETAILS OF DIRECTORS:

1. SHANTILAL MEHTA

He is the founder and promoter of the Ratnaakar Group. He possesses in depth knowledge and experience of construction, he has taken the company to new heights. He has over 30 yrs of experience in the field of real estate.

2. SUKHRAJ MEHTA

He is the co-founder of the Ratnaakar Group and a director of Ratnaakar Infrastructure Limited. He has got an experience of over 40 years in land development and building construction. His in-depth knowledge and expertise in property development has helped him handle various projects.

3. VINOD MEHTA

He is a second generation developer and with graduate degree in construction engineering. He possesses good knowledge in the government rules and regulations and legal framework. He also created organized project management team and completed numerous projects. He has been instrumental in the transformation of the entity from a small family managed business into a company setup of current size and volume.

4. SHILPA MEHTA

Mrs. Shilpa Mehta is a MBA, CA, Inter CS and M. Com with 5 years of corporate experience. She is a non-independent and non-executive director in the company. She possess good financial knowledge and management skills.

5. KAUSHIK MOTA

Mr. Kaushik Mota is a Director on the Board of Company. He holds a Bachelor's Degree in Commerce from the University of Mumbai. He possess sound knowledge of Accounting Principles, In-depth knowledge of Banking, well-versed with the Balance sheets & budgeting principles. He also possess good knowledge of real estate of Mumbai. He also has good knowledge of textile business.

6. PARAG KULKARNI

Mr. Parag Kulkarni is an independent and non-executive director in our company. He completed his diploma in civil engineering and has experience of 16 years in the field of construction. Presently managing a 18 member team at Vashi and Pune (10 Engineers and 8 drafters). Some of the finest work he was associated with are Hex Tower at Taloja , Indian Institute of Technology, IIT, Ahemdabad, Gujrat, New Campus, NCI Cancer Hospital at Nagpur, BSUS University Talegaon, Vijay Nagar for RNA builders, Proof Checking of Sun and Sand, Dubai, and many others.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

Name of Directors	Nature of Relations
Sukhraj Mehta & Vinod Mehta	Father & Son
Shantilal Mehta & Shilpa Mehta	Father & Daughter

NON- EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration. However in the future, pursuant to the board resolution passed on 18th March, 2015, each Non-Executive director will be paid sitting fees of Rs. 1,000/- for attending each meeting.

CHANGES IN KEY MANAGERIAL PERSONNEL:

Except for Vinod Mehta appointed as Managing Director, Parag Kulkarni appointed as Independent Director, Kaushik Mota appointed as Independent Director, Shilpa Mehta appointed as Independent Director, Mrs Niti Jain being appointed as a Company Secretary, and resignation of Vimla Mehta as a Director there has been no change in the key managerial personnel during the last three years.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically. Currently our Board has Six Directors. The constitution of our Board is in compliance with the requirement of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Shareholders Grievance Committee

Details of the various committees are as follows:

1. Audit Committee

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on March 18, 2015.

The terms of reference of the Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered with the Stock Exchange in due course. The Committee presently comprises of 3 directors. Mr. Kaushik Mota is the Chairman of the Audit Committee and the company secretary shall act as

the secretary to the Audit Committee.

The Composition of the Audit Committee is as under:

Name of the Member	Designation	Nature of Directorship
Mr. Kaushik Mota	Chairman	Independent & Non-Executive Director
Mr. Parag Kulkarni	Member	Independent & Non-Executive Director
Mrs. Shilpa Mehta	Member	Non Independent & Non-Executive Director

Role of Audit Committee:

The term of reference of our audit committee includes the following:

- Recommendation for appointment, remuneration and terms of appointment of internal and statutory auditors of the Company;
- To investigate any activity within the terms of reference
- To seek information from employee
- To obtain outside legal or other professional advice
- Review and monitor the auditor's independence and performance , and effectiveness of audit process;
- Examination of the financial statement and the auditor's report
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter- corporate loans and investments;
- Valuation of undertakings or assets of the Company
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- To look in to the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholder (in case of non - payment of declared dividends) and creditors

2. Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration committee ("Nomination and Remuneration Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on March 18, 2015.

The present Remuneration Committee consists of the following Directors:

Name of Director	Designation	Nature of Directorship
Mr. Parag Kulkarni	Chairman	Independent & Non-Executive Director
Mrs. Shilpa Mehta	Member	Non Independent & Non-Executive Director
Mr. Kaushik Mota	Member	Independent & Non-Executive Director

The terms of reference of Nomination and Remuneration Committee:

- The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

3. Shareholders Grievance Committee

Our Company has constituted a Shareholders Grievance Committee (“Shareholders / Investors Grievance Committee”) as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on March 18, 2015. The composition of the committee is as under:

Name of the Member	Designation	Nature of Directorship
Mr. Kaushik Mota	Chairman	Independent & Non-Executive Director
Mr. Parag Kulkarni	Member	Independent & Non-Executive Director
Mr. Vinod Mehta	Member	Non Independent & Executive Director

The terms of reference of the Investors’ Grievance Committee shall be as follows:

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares ;
- Redressal of shareholder and investor complaints in relation to transfer of shares, allotment of shares, non- receipt of refund orders, right entitlement, non-receipt of Annual Reports and other entitlements; non-receipt of declared dividends etc;
- Monitoring transfers, transmissions, demat, rematerialisation, splitting, duplicate issue and consolidation of shares or other securities issued by our Company;
- Reference to statutory and regulatory authorities regarding investor grievances;
- Ensure proper and timely attendance and redressal of investor queries and grievances.
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Mrs Niti Jain, Company Secretary of the Company shall act as the Secretary to the Committee.

CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.

SECTION V – OUR PROMOTERS

The following are the Promoters of our Company:

1. Shantilal Daulatraj Mehta
2. Sukhraj Sumermal Mehta
3. Vinod Sukhraj Mehta
4. Vimla Shantilal Mehta
5. Nityanand Industries Pvt Ltd.

DETAILS OF OUR PROMOTERS ARE AS UNDER:

1. Mr. Shantilal Daulatraj Mehta

	Age	61
	Date of Birth	04-07-1954
	Address	801, Shreenath Krupa, 8th Floor, 11/13 Dr Deshmukh Lane, Mumbai- 400004
	Educational Qualification	SSC
	Director Identification Number	00234008
	Permanent Account Number	AACPM2442C
	Passport Number	L2507927
	Voter ID Number	ISD4140778
	Driving License Number	MH0120090044289

Mr. Shantilal Mehta, along with his partner Sukhraj Mehta has established Ratnaakar Group of Companies. He began his career as a Metal Trader three decades ago. His experience and in-depth commercial and technical knowledge in Metal Industry has provided strong foundation to the company. With sound knowledge and vast experience of construction, he has taken the company to new heights. His vision, team leading spirit and foresight steer Ratnaakar to such a level.

2. Mr. Sukhraj Sumermal Mehta

	Age	65
	Date of Birth	05-11-1950
	Address	701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006
	Educational Qualification	Commerce Graduate (B.Com)
	Director Identification Number	00474066
	Permanent Account Number	AACPM8925G
	Passport Number	G6857246
	Voter ID Number	ISD1570480
	Driving License Number	MH0119710412528

He is the founder of the Ratnaakar Group of Companies. He has got a vast experience of over 30 years in land development and building construction. His in-depth knowledge and expertise in property development has helped him handle various projects. Under his leadership the company has grown and became a renowned name in the field. His extensive understanding of the construction domain serves as an engine of growth for the company.

3. Mr. Vinod Sukhraj Mehta

	Age	41
	Date of Birth	26-04-1974
	Address	701-A, Mun G No 15, Rojul Apartments, Jamnadas Mehta Marg, Mumbai- 400006
	Educational Qualification	B. E. (Construction Engineering)
	Director Identification Number	00474046
	Permanent Account Number	AAAPM9752B
	Passport Number	G2454163
	Voter ID Number	JRW1283563
	Driving License Number	MH01 9436566

He is a second generation developer and with graduate in construction engineering has helped in establishing the name of Ratnaakar. With the good knowledge in the government rules and regulations and legal, he has created very organized project management team and completed numerous projects with great precision. He has been instrumental in the transformation of the entity from a small family managed business into a company setup of current size and volume.

4. Mrs. Vimla Shantilal Mehta

	Age	56
	Date of Birth	17-09-1959
	Address	801, Shreenath Krupa, 8th Floor, 11/13 Dr Deshmukh Lane, Mumbai- 400004
	Educational Qualification	Primary Education
	Director Identification Number	00234133
	Permanent Account Number	AAHPM3983H
	Passport Number	F4756719
	Voter ID No	ISD4140786
	Driving License Number	Not Available

Mrs Vimla Mehta is the promoter of the company. She is involved in various social activities. She is also a director in Nityanand Industries Private Limited and Gujarat InfraPipes Private Limited.

5. Nityanand Industries Private Limited

Nityanand Industries Private Limited is a Private Company incorporated on 21 June 1993. The Company carries on the business as manufacturers, producers, processors, exporters, importers, converters, traders of metals &

chemicals and products thereof. The Company deals in ingots or rods of iron, copper, bronze, aluminum and other ferrous and non-ferrous metals and engineering goods.

Nityanand Industries also carries on the business of infrastructure, real estates, builders, constructions, developers, contractors, real estate consultants, brokers & developments, property development or to acquire, buy, sell, lease, let, sublet of houses, land, buildings, apartments, structures or residential, office, business centre, departmental stores, industrial estates, chawls, dwelling house or developers of housing schemes, townships, holiday resorts, hotels and premises for the purpose of aforesaid business and other ancillary activities.

Change in Management of the Company

Except for Vinod Mehta appointed as Managing Director, Parag Kulkarni appointed as Independent Director, Kaushik Mota appointed as Independent Director, Shilpa Mehta appointed as Independent Director, Mrs Niti Jain being appointed as a Company Secretary, and resignation of Vimla Mehta as a Director there has been no change in the key managerial personnel during the last three years.

The Board of Directors of our Promoter Company as on the date of this Draft Information Document is as stated below:

- Shantilal Daulatraj Mehta
- Vimla Shantilal Mehta
- Pinki Jitendra Mehta

Mr Shantilal Daulatraj Mehta is also the Promoter of Nityanand Industries Private Limited

Shareholding Pattern of the Company:

As on date of filing, the shareholding pattern of Nityanand Industries Private Limited is as follows:

Sr No.	Name of the Shareholder	No of Shares	% of Shareholding
1	SHANTILAL D. MEHTA	659,400	80.31%
2	VIMLA S. MEHTA	38,100	4.64%
3	JITENDRA S. MEHTA	83,600	10.18%
4	PINKI J. MEHTA	40,000	4.87%
	TOTAL	821,100	100.00%

Financial Information

Highlights of the financials of Nityanand for the past two years are as under: **(Amount In Rs)**

Particulars	F.Y. 2013 - 14	F.Y. 2012 - 13
Share Capital	82,11,000	82,11,000
Retained Earnings	5,75,69,777	5,58,28,794
Income	38,55,135	42,39,521
Profit / (Loss) After Tax	17,40,983	20,66,699

The details of Other Ventures of Promoters are provided below:

1. Gujarat Infrapipes Pvt. Ltd.

GIPL started as a private limited company in 1991. Since then it has grown to the stature of being India's 2nd largest piping solutions company (pipes, butt-weld pipe fittings and pre-fabricated piping spools) and is now the flagship company of the group. GIPL, with world class manufacturing facility spread over 70,000 sq. meters, is a leading manufacturer of butt-weld pipe fittings (welded & seamless) and pre-fabricated piping spools, with revenue of more than \$ 20 million. GIPL have 2 plants in Vadodara, one at GIDC Por and other plant is at Manglej.

Registered Office : 89-GIDC Industrial Estate, POR - 391 243, Vadodara, Gujarat, India.
PAN : AABCG 0795J
CIN : U27100GJ199PTC016275

Board of Directors:

The Directors of Gujarat Infrapipes Pvt.Ltd. as on the date of this Draft Information Document are as follows:

Name	Designation
Mr. Shantilal D Mehta	Managing Director
Mr. Jitendra S Mehta	Director
Mrs. Vimla S Mehta	Director

Financial Information

Highlights of the financials of GIPL for the past two years are as under: **(Amount In Rs)**

Particulars	F.Y. 2014 – 15	F.Y. 2013 - 14
	(Provisional)	
Share Capital	3,22,03,600	3,22,03,600
Retained Earnings	45,82,58,752	40,43,72,183
Income	1,22,58,72,204	81,14,18,185
Profit / (Loss) After Tax	5,38,86,570	3,39,23,453

2. Nityanand Industries Pvt. Ltd.

Nityanand Industries Private Limited is a Private Company incorporated on 21 June 1993. It is classified as Indian Non-Government Company and is registered at Registrar of Companies, Mumbai. The Company manufactures metals & chemicals and products thereof.

Registered Office : 25/29, Dr. Deshmukh Lane, Gagangiri Tower, 1st Floor, Office No. 101, V. P. Road,, Mumbai - 400004, Maharashtra, India.

PAN : AAACN1470C
CIN : U27100MH1993PTC072482

Board of Directors:

The Directors of Nityanand Industries Pvt. Ltd. as on the date of this Draft Information Document are as follows:

Name	Designation
Mr. Shantilal D Mehta	Director
Mrs. Pinki J Mehta	Director
Mrs. Vimla S Mehta	Director

Financial Information

Highlights of the financials of Nityanand for the past two years are as under: **(Amount In Rs)**

Particulars	F.Y. 2013 - 14	F.Y. 2012 - 13
Share Capital	82,11,000	82,11,000
Retained Earnings	5,75,69,777	5,58,28,794
Income	38,55,135	42,39,521
Profit / (Loss) After Tax	17,40,983	20,66,699

3. Ratnaakar Estate Developers Pvt. Ltd.

Ratnaakar Estate Developer Private Limited is a private company registered on 20/04/2012. Company has currently 3 director and falls under the jurisdiction of Registrar of Company-Ahmedabad. The prime activities of the company are Identifying and Acquiring Land, development of Industrial Parks and Sale of Industrial Plots.

Registered Office : D9, Shri Desai Park, Kayavrohan Road, Vadodara, Gujarat, India - 391243.

PAN : AAFCR8334Q

CIN : U70101GJ2012PTC070011

Board of Directors:

The Directors of Ratnaakar Estate Developers Pvt. Ltd. as on the date of this Draft Information Document are as follows:

Name	Designation
Mr. Shantilal D Mehta	Director
Mr. Jignesh Kumar Desai	Director
Mr, Harish Chandra Pattnaik	Nominee Director

Financial Information

Highlights of the financials of Ratnaakar Estate for the past two years are as under: **(Amount In Rs)**

Particulars	F.Y. 2013 - 14	F.Y. 2012 - 13
Share Capital	13,88,20,000	3,83,20,000
Retained Earnings	(1,40,98,965)	(47,73,585)
Income	Nil	Nil
Profit / (Loss) After Tax	(93,25,380)	(47,73,585)

SECTION VI – RELATED PARTY TRANSACTIONS

Details of Related Parties

Description of Relationship	Name of the Related Parties
Key Managerial Personnel	Shantilal Mehta
	Sukhraj Mehta
	Vinod Mehta
	Shilpa Jain
	Parag Kulkarni
	Kaushik Mota
	Nityanand Industries Pvt. Ltd

Transaction with related party as identified by the management in accordance with the Accounting Standard 18 “Related Party Disclosures” issued by The Institute of Chartered Accountants of India for the year ended on 31st March, 2015 are as follows :

Name	Nature of Payment	2014-15	2013-14
Shantilal Mehta	Remuneration	1,51,300	-
Sukhraj Mehta	Remuneration	1,51,300	-
Vinod Mehta	Remuneration	4,22,500	2,40,000
Nityanand Industries Pvt. Ltd.	Rent	36,000	36,000
Shantilal Mehta	Interest on Loan	42,695	-
Vinod Mehta	Interest on Loan	3,80,370	-
Nityanand Industries Pvt. Ltd. (Issued 12,77,777 shares @ Rs. 18/-)	Fresh Issue of Shares	2,29,99,986	37,75,000
Shilpa Jain	Interest Free Deposit	1,00,000	-
Parag Kulkarni	Interest Free Deposit	1,00,000	-
Kaushik Mota	Interest Free Deposit	1,00,000	-

Note: Related parties are as identified by the Management and relied upon by the auditors.

SECTION VII – LEGAL PROCEEDINGS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceeding or tax liabilities against our Company and its subsidiaries and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions. No proceedings initiated for economic or other offences, and no disciplinary action has been taken by SEBI or any stock exchanges against our Company and its subsidiaries

I. CASES FILED BY OUR COMPANY

Civil Proceedings

There are no civil proceedings filed by our Company.

Criminal Proceedings

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil Proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. CASES FILED BY OUR SUBSIDIARY COMPANIES

Civil proceedings

NIL

Criminal Proceedings

NIL

IV. CASES FILED BY OUR SUBSIDIARY COMPANIES

Civil proceedings

NIL

Criminal Proceedings

NIL

V. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

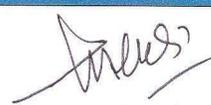
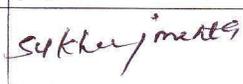
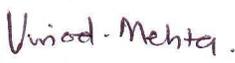
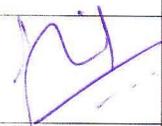
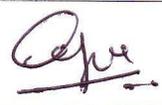
VI. DIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

The Company received a notice under section 143 (2) of the Income Tax Act, 1961 on 8th August, 2013 for the A.Y. 2012-13. A series of documents were insisted upon by the Assessing Officer of the Income Tax Department which was provided by the company. Scrutiny proceedings were then initiated under section 142 (1) of the Income Tax Act, 1961 on 5th September, 2014 pertaining to assessment. The company had obliged with the requirements by providing supporting documents. The matter is currently pending.

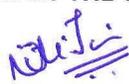
SECTION VIII – DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified sections of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Information Document is contrary to the provisions of the Companies Act, 1956, notified sections of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true and correct.

SIGNED BY ALL THE DIRECTORS

Name	DIN	Designation	Signature
Shantilal Daulatraj Mehta	00234008	Director	
Sukhraj Sumermal Mehta	00474066	Director	
Vinod Sukhraj Mehta	00474046	Managing Director	
Shilpa Shantilal Mehta	00234300	Non Independent & Non-Executive Director	
Kaushik Karsan Mota	00539087	Independent & Non-Executive Director	
Parag Suhas Kulkarni	07099863	Independent & Non-Executive Director	

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER AND HEAD OF FINANCE


 Mrs. Niti Jain
 Company Secretary
 Date: 1st July, 2015
 Place: Mumbai