

Uddhav Properties Ltd

ANNUAL REPORT 2016-2017

UDDHAV PROPERTIES LIMITED

Regd. Office: 19,Community Centre,First Floor,East of Kailash, New Delhi-110065

Email id:uddhavproperties@gmail.com, Website: www.uddhavpropertiesltd.com,

Phone No. (011) 41638121

CIN L7010DL1982PLC014024

ANNUAL REPORT 2016-17

BOARD OF DIRECTORS

Shri G. S. Poddar

Shri Uddhav Poddar

Shri Bishnu Kumar Agarwal

Shri Varun Kumar Guliani

Ms. Sunita Rana

Ms. Alka Sabharwal

Director & CFO

Managing Director

Independent Director

Independent Director

Independent Director (upto 24.3.2017)

Additional Director (w.e.f. 11.04.2017)

REGISTERED OFFICE

19, Community Centre

First Floor,

East of Kailash,

New Delhi-110065

BANKERS

HDFC BANK LTD

AXIS BANK LTD

STATUTORY AUDITORS

Saluja & Associates

69, Deshbandhu Gupta Road,

Paharganj,

New Delhi-110055.

INTERNAL AUDITORS

M.B.R & Co. Chartered Accountants,

195-H, Garud Apartment, Pocket-IV,

Mayur Vihar-I

New Delhi-110091

COMPANY SECRETARY CUM –COMPLIANCE OFFICER

Mr. Anupam Agr

REGISTRAR & TRANSFER AGENTS

M/s Skyline Financial Services Pvt. Ltd.

D-153A, Ist Floor, Okhla Industrial Area,

Phase-1, New Delhi-110020

Ph. No. (011) 26812682-83

Email id: admin@skylinerta.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Uddhav Properties Ltd. will be held on Wednesday, the 20th September, 2017 at 11.00 A.M at the Registered Office of the Company at 19,Community Centre,First Floor,East of Kailash, New Delhi-110065 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Gauri Shankar Poddar, who retires by rotation, and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. K.N. Gutgutia & Company, Chartered Accountants,(Firm RegistrationNo. 304153E) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Saluja & Associates, Chartered Accountants, for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company to be held in the calendar year 2022, subject to annual ratification by members at every subsequent Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

Ordinary Resolution

4. **Appointment of Ms. Alka Sabharwal (DIN: 07755323) as the Independent Woman Director**

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of section 149,150,160 read with schedule IV any other applicable provisions of the Companies Act,2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors)Rules,2014 and as per Listing Obligations & Disclosure Requirements,Regulations,2015 (Listing Regulations),Ms. Alka Sabharwal (DIN:07755323) an additional director of the Company, who has submitted a declaration that she ,meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the company has received a notice in writing under section 160 of the Companies Act,2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term upto the conclusion of the 40th Annual General Meeting of the Company in the Calendar Year 2022.”

PLACE: New Delhi
DATE: 09.08.2017

For Uddhav Properties Ltd.

G.S. Poddar
Director
DIN: 00917730

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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

3. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2017 to 20th September, 2017 (both days inclusive).

4. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Skyline Financial Services Pvt Ltd.
D- 153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.

- their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically.
- any change in their address/e-mail id/ECS mandate/bank details,
- Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:

i) their email id.

ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.

5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. No dividend was declared. Hence no dividend required to be transferred to the Investor Education and Protection Fund (IEPF) constituted as per the provisions of Companies Act, 2013.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code INE162S01012.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to admin@skylinerta.com

The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. The Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.

13. **Voting through electronic means.**

(a) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 13th September, 2017 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 35th Annual General Meeting.

(b) **Instructions for e-voting are as under-**

(a) In case of Members receiving an e-mail from National Security Depository Limited:

i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

ii. Click on Shareholder – Login

iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)

- iv. Click Login
- v. Home page of ‘e-voting’ appears. Click on e-Voting-Active Voting Cycles
- vi. Select E-Voting Event Number (EVEN) of Uddhav Properties Ltd. for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 19, 2017, whichever is earlier).
- vii. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on Sunday, September 17, 2017 at 09.00 am and end on Tuesday, September 19, 2017 at 5.00 pm.
- viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at vikramjhawar.cs@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip

- (i) Initial password is provided at the bottom of the Attendance Slip in the following format:

USER ID	PASSWORD
-	-

- (c) The company has appointed M/s V.Jhawar & Co., a firm of Company Secretaries as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The e-voting period shall commence on Sunday, September 17, 2017 and end on Tuesday, September 19, 2017. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 13th September, 2017 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
- (e) The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 22nd September, 2017.
- (f) The results of the e-voting and Poll at the AGM venue, shall be announced by the Chairman after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.uddhavpropertiesltd.com and on the website of the CDSL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

(g) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

(h) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

15. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be collected from our RTA.

By Order of the Board
For Uddhav Properties Limited

PLACE: New Delhi
DATE: 09.08.2017

(G.S.Poddar)
Director
DIN: 00917730

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

In terms of provisions of section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint a Audit firm as Statutory Auditors for more than 2 terms of 5 consecutive years.

M/s Saluja & Associates, Chartered Accountants, existing Statutory Auditors of the Company have been Auditors for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place.

Accordingly, the Board of Directors, at their meeting held on 09.08.2017, have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s. K.N. Gutgutia & Co., Chartered Accountants, as the Statutory Auditors of the Company, in place of M/s Saluja and Associates, to hold office from the conclusion of this 35th AGM until the conclusion of 40th AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is, in any way, whether financially or otherwise, concerned or interested in the said resolution. The Board of Directors recommends the ordinary resolution as set out in item no. 3 of the Notice for approval of members.

Item No. 4

Ms. Alka Sabharwal (DIN: 07755323) was appointed as an Additional Director by the Board of Directors in their Meeting held on 11th April,2017 pursuant to Section 161 of the Companies Act,2013 and holds office till conclusion of the ensuing Annual General Meeting. The Company has received a proposal from a member of the Company in writing proposing the appointment of Ms. Alka Sabharwal (DIN: 07755323) as an Independent Director for a period of 5 years.

Ms. Alka Sabharwal is a Graduate in Commerce and has over 20 years of experience in office administration and accounts. She is not holding any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolutions.

DIRECTOR'S REPORT TO THE MEMBERS

To,

Dear Members,

Your Directors have pleasure in presenting their 35th Annual Report and the Audited Financial Statements for the Financial Year ended March 31, 2017.

1. Financial summary or highlights/Performance of the Company

During the year under review the Company had a turnover of Rs. 15.30 Lakhs (previous year Rs. 18.33 Lakhs) and earned an after tax profit of Rs. 0.75 Lakhs against previous year after tax profit of Rs. 0.56 Lakhs.

2. Change in the nature of business, if any

There is no change in the nature of business during the year under review.

3. Dividend

Since the Company made a nominal profit during the year, your Directors do not recommend any dividend.

4. Reserves

No amount being transferred to Reserves during the year.

5. Management Discussion And Analysis Report:

Pursuant to Clause 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is appended to this report.

6. Corporate Governance:

A separate section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report, as per SEBI Regulations.

7. Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to Metropolitan Stock Exchange of India Ltd. where the Company's Shares are listed.

8. Indian Accounting Standards (IND AS)- IFRS Converged Standards

Pursuant to notification of Ministry of Corporate Affairs dated 16th February, 2015 notifying (Indian Accounting Standard) Rules, 2015 such IND AS are not applicable to our Company. However the same will be applicable to the company w.e.f 01st April, 2017

9. Events Subsequent to the date of Financial Statements:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

10. Directors and Key Managerial Personnel

Category	No. of directors
Non-Executive & Independent Directors	3
Other Non-Executive Directors	0
Executive Director (CFO & Managing Director)	2
Total	5

The Board of Directors is duly constituted with Sh. G.S. Poddar, Sh. Uddhav Poddar Managing Director, Sh. Bishnu Kumar Agarwal, Sh. Varun Ashok Guliani, Ms. Sunita Rana. The above constitution of Board of directors is as per Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015. Ms. Sunita Rana has resigned from the Directorship of the Company w.e.f. 31.03.2017.

The Chairman of the Board is an Executive Director.

Mr. Gauri Shankar Poddar, Director, retire by rotation as per section 152 (6) at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from each of the independent directors of the Company confirming that he/she meets the criteria of independent in terms of the provisions of Section 149 (6) of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

Mr. Anupam Agr, continue to be the Company Secretary- cum- Compliance Officer of the Company.

Independent Directors:

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. In accordance with Section 149(7) of the Act, each independent director has given a written declaration to the Company confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

11. Particulars of Employees

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees/Key Managerial Personnel is annexed as **Annexure I**.

12. Board Meetings

During the year Six Board Meetings and four Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report.

13. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report

14. Independent Directors' Meeting

During the year under review, the Independent Directors met on 20th March 2017, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

15. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

16. Vigil Mechanism / Whistle Blower Policy:

The Company has a WHISTLE BLOWER POLICY to deal with instance of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct, if any. The details of the WHISTLE BLOWER POLICY are posted on the website of the Company.

17. Corporate Social Responsibility

Section 135 of the Companies Act, 2013 and rules made thereunder of the Corporate Social Responsibility is not applicable to the Company during the financial under review.

18. Details of Subsidiary/Joint Ventures/Associate Companies

The Company has no subsidiary or joint venture or associate company.

19. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. K.N. Gutgutia & Company, Chartered Accountants, (Firm Registration No. 304153E), are proposed to be appointed as Statutory Auditors of the Company for a term of five consecutive years in place of M/s Saluja & Associates, Chartered Accountants, the retiring auditors."

Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter-alia, that their appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such appointment under the provisions of applicable laws and also that the list of proceedings against them or any of their partners pending with respect to professional matter of conduct, as disclosed in the certificate

20. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

21. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. V JHAWAR & Co, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report.

22. Internal Audit & Controls

The Company has appointed M/s M.L. Garg & Co. as its Internal Auditors. During the year, the Company implemented their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

23. Risk management policy:

Risk management policy is not applicable to the Company.

24. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE III**.

25. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No such orders had been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

26. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The audit committee periodically review internal control system which are designated to assured that the overhead level are reduced to the minimum.

27. Deposits

The Company has not invited/neither accepted any deposits during the year under review. There was no deposit outstanding at the beginning of the year.

28. Particulars of loans, guarantees or investments under section 186

No loans, guarantees and investment has been granted by the Company during the financial year.

29. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. as **ANNEXURE IV**.

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

The provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to our Company as the no. of employee is below 10.

31. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The Company has nothing to report under this heading as the Company is not presently involved in manufacturing or processing activities.

Foreign exchange earnings and Outgo

Foreign exchange earnings during the year- Nil

Foreign exchange spent during the year- Nil

32. Human Resource

There was no Industrial Relation during the year under review.

33. Directors' Responsibility Statement

The Board of Directors pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. Transfer of Amounts to Investor Education and Protection Fund

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

35. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.uddhavpropertiesltd.com.

36. PREVENTION OF INSIDER TRADING

The Company has in place a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of UDDHAV PROPERTIES LIMITED, and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer.

37.Acknowledgements

The Directors would like to express their appreciation for the continued confidence reposed in them by the shareholders of the Company and look forward to their continued support.

For and on behalf of the Board of Directors

(G.S.Poddar)
Director & CFO

DIN: 00917730

(Uddhav Poddar)
Managing Director

DIN: 00886181

Place: New Delhi

Date: 09.08.2017

Annexure - I

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<u>Sl. No.</u>	<u>N a m e</u>	<u>Designatio n/ Nature of Duties</u>	<u>Remuneration Received [Rs.]</u>	<u>Qualification</u>	<u>Experience in years</u>	<u>Age in years</u>	<u>Date of commencement of employment</u>	<u>Last employment held</u>
1	2	3	4	5	6	7	8	9
1	Mr. Anupam Agr	CS	3,07,382/ =	CS, LL.B.	4.8 years	27	12.09.2015	=

Notes:

- Appointments is non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- None of the above employee is related to any Director of the Company.

Annexure-II

Form MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To
The Members of

M/s. Uddhav Properties Limited
S-9, Okhla Industrial Area, Phase-II,
1st Floor, New Delhi-110020
CIN: L70101DL1982PLC014024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **UDDHAV PROPERTIES LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2016 and ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **UDDHAV PROPERTIES LIMITED** ("The Company") for the financial year ended on 31st March, 2017, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the financial year under report:

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

3. We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India, (effective from July 1 2015).

4. During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013 and the Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following :

- (a) Maintenance of various statutory registers and documents and making necessary entries therein;
- (b) Closure of the Register of Members / Debenture holders;
- (c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- (d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- (e) Notice of Board meetings and Committee meetings of Directors;
- (f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation, if any;
- (g) The 34th Annual General Meeting held on September 29, 2016;
- (h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- (i) Approvals of the Members, the Board of Directors, the Committees of Directors and the Government authorities, wherever required;
- (j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and re-appointment of Directors including the Managing Director and Whole-time Directors;
- (k) Appointment and remuneration of Auditors .The appointment of Cost Auditors was not applicable during the year.
- (l) During the year no dividend was declared;
- (m) There were no amount to Transfer as required under the Act to the Investor Education and Protection Fund.
- (n) Format of balance sheet as prescribed under the Companies Act,2013
- (o) No allotment of equity shares of the Company was made during the year under review..
- (p) Directors' report;
- (q) Contracts, common seal, registered office and publication of name of the Company;

OBSERVATIONS :

(a) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the Company.

(b) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

6. We further report that:

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.

(c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**For V JHAWAR & CO.
Company Secretaries**

**Vikram Jhawar
(Partner)
ACS NO.30623
CP.NO.11204**

**Place : New Delhi
Date : 02.05.2017**

Annexure III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L70101DL1982PLC014024
2.	Registration Date	14/07/1982
3.	Name of the Company	UDDHAV PROPERTIES LIMITED
4.	Category/Sub-category of the Company	Company limited by shares Indian Non-Govt. Company
5.	Address of the Registered office & contact details	19,Community Centre, First Floor,East of Kailash, New Delhi-110065
6.	Whether listed company	Listed Company
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153-A, Okhla Indl. Area, Ph-I, New Delhi-110020 PH.:011-26812682

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real estate business	NIL	100.00
2			
3			

III. Particular of holding/ Subsidiary/ Associate Company: NIL

f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	250 000	49640	299 640	21.25	0	48140	481 40	3.41	(17.84)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh					2515 00	0	251 500	17.84	0.00
c) Others (HUF)	100 000		100 000	7.09	1000 00		100 000	7.09	0.00
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	350 000	49640	399 640	28.34	3515 00	48140	399 640	28.34	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	350 000	49640	399 640	28.34	3515 00	48140	399 640	28.34	0.00

C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	136036	49640	141000	100.00	1361860	48140	141000	100.00	Nil

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Uddhav Poddar	206850	14.67		206850	14.67		0.00
2	Gauri Shankar Poddar	28860	2.05		28860	2.05		0.00
3	Vijay Laxmi Poddar	36850	2.61		36850	2.61		0.00
4	Bhumika Poddar	26000	1.84		26000	1.84		0.00
5	Kaushalya Logistics Pvt. Ltd.	50000	35.46	-	50000	35.46		0.00
6	KFL Infra & Logistics Pvt. Ltd.	10000	7.09	-	10000	7.09		0.00
7	Urban Projects & Infra Pvt. Ltd.	10000	7.09	-	10000	7.09		0.00
8	Anubhav Minerals Pvt. Ltd.	11800	0.84	-	11800	0.84		0.00
		1010360	71.66		1010360	71.66		

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	101360	71.66		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /	-	-		

	decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	1010360	71.66		

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	376950	26.73	260500	18.45
	Changes made during the year due to transfer	-	-		
	At the end of the year	376950	26.73	260500	18.45

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel (Uddhav Poddar)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	206850	14.67	206850	14.67
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-		
	At the end of the year	206850	14.67	206850	14.67
SN	Shareholding of each Directors and each Key Managerial Personnel (G.S.Poddar)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	28860	2.05	28860	2.05
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-		
	At the end of the year	28860	2.05	28860	2.05

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment provided in the Schedule-3 in the Balance Sheet

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL****B. Remuneration to other directors: NIL****C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN
MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	307382	NIL	307382
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	307382	NIL	307382
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	307382	NIL	307382

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Annexure - IV

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Vijay Laxmi Poddar
b)	Nature of contracts/arrangements/transaction	Rent agreement
c)	Duration of the contracts/arrangements/transaction	01.04.2017 to 31.03.2017
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent agreement for Rs. 1,20,000/- p.a.
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	01.04.2016
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Bhumika Enterprises Private Limited
b)	Nature of contracts/arrangements/transaction	Loan Agreement
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Loan
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	11.11.2016
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

G.S. Poddar
Director

Uddhav Poddar
Managing Director

Annexure- V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ **Future outlook**

The Company wants to expand current activities of sub-contract work but unable to take activity for want of fund.

❖ **Operation and threats**

Stiff competition is expected from the other players in industry.

❖ **Human Resource Industrial Relationship**

Industrial relation during the year under review were cordial and peaceful.

❖ **INTERNAL CONTROL**

The audit committee periodically review internal control systems which are designated to assure the overhead level are reduced to the minimum.

Corporate Governance Report for the year ended on 31st March 2017

1 Company's Philosophy:

The Company's Philosophy on Code of Corporate Governance is to maintain highest standards of compliance, disclosure & transparency.

2 Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors	3
Other Non-Executive Directors	-
Executive Director (CFO & Managing Director)	2
Total	5

As required under Section 149(3) of the Companies Act, 2013, & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Meetings

During the year twenty three Board Meetings and five Audit Committee Meetings were convened and held. The details of which are given below:

Date of Board meeting held	Total no. of strength of Board	No. of Directors present
24.05.2016	5	3
12.08.2016	5	3
30.09.2016	5	4
11.11.2016	5	3
09.02.2017	5	2
31.03.2017	5	3

NON EXECUTIVE DIRECTORS' COMPENSATION & DISCLOSURES

The Board has not fixed the sitting fees payable to Non-Executive Directors. The requirement of obtaining prior approval of shareholders in General Meeting was not required as the sitting fees payable to Non-Executive Directors was within the limits prescribed under the Companies Act, 2013 (hereinafter referred to as Act).

The Audit Committee: The Audit Committee worked under the Chairmanship of Mr. G.S Poddar with Mr. B.K. Agarwal and Mr. Varun Ashok Guliani, Ms. Sunita Rana as member.

Date of Audit Committee meeting held	Total no. of strength of Committee	No. of Members present
24.05.2016	4	3
12.08.2016	4	3
11.11.2016	3	2
09.02.2017	3	2

The brief terms of reference of the Audit Committee include:

- a) Review of the Company's financial reporting process and financial statements.
- b) Review of accounting and financial policies and practices.
- c) Review of internal control and internal audit systems.
- d) Discussion with Internal Auditors on any significant findings and follow-up thereon.
- e) Reviewing the Company's financial and risk management policies.
- f) Reviewing the Quarterly and Annual Financial Statements before submission to the Board.
- g) Recommending the appointment and removal of Statutory Auditors, audit fee and payment for any other services.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(d) Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee as at March 31, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Stakeholders Relationship Committee Meetings held on
		25/03/2017
G.S Poddar	Chairman cum Executive Director	Y
Bishnu Kumar Agarwal	Non-Executive Independent Director	Y
Varun Ashok Guliani	Non-Executive Independent Director	Y
Sunita Rana	Non-Executive Independent & Woman Director	Y

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "**Stakeholders' Relationship Committee**".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;

- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

Nomination & Remuneration Committee:

The composition of the Nomination & Remuneration Committee as at March 31, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Nomination & Remuneration Committee Meetings held on
		22/03/2017
G.S Poddar	Chairman cum Executive Director	Y
Bishnu Kumar Agarwal	Non-Executive Independent Director	Y
Varun Ashok Guliani	Non-Executive Independent Director	Y
Sunita Rana	Non-Executive Independent & Woman Director	Y

Independent Directors' Meeting

During the year under review, the Independent Directors met on 20th March, 2017, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 & SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and

contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Disclosures:

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. However the Pursuant to notification of Ministry of Corporate Affairs dated 16th February, 2015 notifying (Indian Accounting Standard) Rules, 2015 such IND AS are not applicable to our Company. However the same will be applicable to the company w.e.f 01st April,2017

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Tally and have a strong monitoring and reporting process resulting in financial discipline and accountability.

CEO & MD / CFO Certification

The CFO have issued certificate pursuant to the provisions of SEBI Listing Obligations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

1 Means of Communication

i. Yearly report sent to each shareholders registered address	
ii. In which newspapers quarterly results were normally published	The Emerging World (English) Naya India (Hindi)
iii. Any Website where results or official news are displayed	www.uddhavpropertiesltd.com

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are a part of Annual Report.

2 General Shareholder Information

Listing on Stock Exchanges

The Company's shares are listed on the Metropolitan Stock Exchange of India Ltd., and the Listing Fee for the FY 2016-17 has already been paid to the Exchange. The Scrip code is UDDHAV and ISIN is INE162S01012 (CDSL).

Market Price Data: The Shares have not been traded yet, hence market price data is not available.

Pattern of Shareholding as on 31st March, 2017

Particulars	No. of shareholders	% of Shareholders	No. of shares	% of Shareholding
Resident individuals (promoters)	8	1.58	1010360	71.66
Resident Individuals & other shareholders (other than promoters)	499	98.42	399640	28.34
Total	507	100	1410000	100

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

Share transfers

The Company has appointed Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent for looking into the share transfer process and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

v. Dividend:

The Board has not proposed any dividend during the year

vi. Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Director at the Registered Office with a copy of the earlier correspondence.

S. No.	Nature of Queries/Compliant	Pending as on April 1, 2016	Received during the year	Redressed during the year	Pending as on March 31, 2017
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-
3	Dematerialisation/Rematerialisation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-

	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-	-	-	-
	Grand Total	-	-	-	-

vii. Reconciliation of Share Capital Audit

The Certificate from Practising Company Secretary in this regard is submitted to Metropolitan Stock Exchange of India Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2016, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	49640	3.52
Demat Segment		
CDSL	860360	61.02
NSDL	500000	35.46
Total	141000	100.00

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
32 nd	2014	S-9,Okhla Industrial Area,Ph-II,Ist Floor, New Delhi-110020	30.08.2014	10.00 a.m.	0
33 rd	2015		30.09.2015	11.00 a.m.	Yes
34 th	2016	S-9,Okhla Industrial Area,Ph-II,Ist Floor, New Delhi-110020	29.09.2016	11.00 am	0

Extraordinary General Meeting (EGM)

There was no EGM conducted during the year.

❖ Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	12/08/2016
2 nd Quarter	11/11/2016
3 rd Quarter	09/02/2017
4 th Quarter/Annually	02/05/2017

E-Voting Facility to members

In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration)Rules,2014,as substituted by the Companies (Management and Administration)Amendment, Rules 2015, and Regulation 44 of the SEBI Listing Obligations & Disclosure Requirements) Regulations,2015, the Company is pleased to provide members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL), the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

FINANCIAL CALENDAR 2015:

AGM - Date, time and venue	Wednesday 20 th September, 2017 at 11.00 AM at S-9, Okhla Industrial Area, Ist Floor, Phase-II, New Delhi-110020
Financial Year	2016-17
Book Closure Date	14 th September, 2017 to 20 th September, 2017
Dividend Payment Date	NA
Listing of Eq. shares on stock exchanges.	MSEI
Stock Code	UDDHAV
Market Price Data and other related in formations	Not available
Registrar & Transfer Agents	Skyline Financial Services Pvt. Ltd. D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Board Meeting for consideration of Accounts for the financial year ended March 31, 2017 and recommendation of dividend	02.05.2017
Posting of Annual Reports	25.05.2017
Last date for receipt of Proxy Forms	18.09.2017
Probable date of despatch of warrants	NA
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2017	NA
Audited results for the current financial year ending March 31, 2017	02.05.2017

For and on behalf of the Board

(G.S. Poddar)
Chairman

Place: New Delhi
Date: 09.08.2017

CERTIFICATION BY CFO

The Board of Directors,
Uddhav Properties Ltd.

We have reviewed the Balance Sheet, Statement of Profit and Loss, the cash flow statement and a summary of the significant accounting policies and other explanatory information of the Company " Uddhav Properties Ltd." and the Board's report for the year ended March 31, 2017 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

(G.S. Poddar)
Chief Financial Officer

Place: New Delhi
Date: 09.08.2017

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE

We have examined the compliance of conditions of Corporate Governance by Uddhav properties Limited, for the year ended on 31st March 2017, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgment of grievance and as on 31/03/2017 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

**For SALUJA & ASSOCIATES
CHARATERED ACCOUNTANTS**

**(CA V.K Verma)
Partner
Membership No. 017742
Firm Regd. No. 000148N**

Place: New Delhi
Dated: 02.05.2017

FORM NO. MGT-11**PROXY FORM**

**[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]**

UDDHAV PROPERTIES LIMITED

CIN: L70101DL1982PLC014024

REGD. OFFICE: 19, COMMUNITY CENTRE, FIRST FLOOR, EAST OF KAILSH, NEW DELHI-110065

Name of the Member(s) :	
Registered Address:	
E-mail Id:	Folio no. /DP ID-CLIENT ID:

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting to be held on the Wednesday of the 20th September, 2017 at 11.00 A.M. at 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017		
2	Re-appointment of Mr. Gauri Shankar Poddar as Director liable to retire by rotation		
3.	Appointment of M/s. K.N. Gutgutia & Company, Chartered Accountants in place of M/s. Saluja & Associates, Chartered Accountants as Statutory Auditors for a period of 5 years & fixing their remuneration		
4.	Regularization of Ms. Alka Sabharwal as Independent Director		

Signed this ____ day of _____ 2017

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy

Signature of the shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

UDDHAV PROPERTIES LIMITED

CIN-L70101DL1982PLC014024

Regd. Office-19,Community Centre,First Floor,East of Kailash, New Delhi-110065

Telephone No. : 011-41326013, email: uddhavproperties@gmail.com,

Website: uddhavpropertiesltd.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

35rd Annual General Meeting on 20th September, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 35th Annual General Meeting of the Uddhav Properties Ltd. ,
Address, : **19,Community Centre,First Floor,East of Kailash,New Delhi- 110065** on Wednesday, the
20th September, 2017.

(Member's /Proxy's Signature)

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on March 31, 2017 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial year ended on March 31, 2017 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 13 of the Notice of the 35^h Annual General Meeting of the Company before casting your vote through e-voting.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF UDDHAV PROPERTIES LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of UDDHAV PROPERTIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the 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

2. The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act 2013 ("the Act") with respect to the preparation and presentation of these standalone 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design the audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
 - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
 - (iii) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirement

7. As required by the Companies (Auditor's Report) Order, 2017 ('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, a statement on the matters specified in paragraph 3 and 4 of the said Order.
8. As required by Section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of accounts as required by the law have been kept by the Company, so far as appears from our examination of those books,
 - c. the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013;
 - e. on the basis of written representations received from the directors as on 31st March 2017, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2017 from being appointed as director in terms of section 164(2) of the Companies Act, 2013
 - f. With respect to the adequacy of the Internal Financial Controls over the financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigation as on 31st March 2017 which has impact on its financial statements;
 - ii. The Company did not have any foreseeable losses on long term contracts and had no derivative contracts outstanding as at 31st March 2017; and
 - iii. The Company did not have any dues on account of Investor Education and Protection Fund.
 - iv. The Company has provided requisite disclosure in its financial statements as dealings in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 in accordance with the books of accounts maintained.

PLACE OF SIGNATURE:
69-D. B. GUPTA ROAD
JOLLY BUILDING FRN 000148N
PAHAR GANJ
NEW DELHI
DATE: 02nd May, 2017

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS

(V.K. VERMA)
PARTNER
M.NO. 017742

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure "A" referred to in paragraph 7 of our report of even date to the members of **Uddhav Properties Limited** on the financial statements for the year ended 31st March, 2017.

- i) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management during the year and no discrepancies were noticed on such verification.
- ii) There is no inventory held by the company, hence, paragraph 3 (ii) of the Order is not applicable to Company.
- iii) According to the information and explanations given to us, the Company has, during the year granted loans, secured or unsecured to companies, firms, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. The terms & conditions on which loans have been granted are not prejudicial to the interest of Company. The interest and the loan has been received back as stipulated.
- iv) According to the information and explanation given to us, the company has not given loans, investments, guarantee and security covered under Section 185 & 186 of the Act during the year under audit and hence the paragraph 3(iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits during the year and hence paragraph 3 (v) of the Order is not applicable to the Company.
- vi) The Central Government has not prescribed the maintenance of cost records under under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company.
- vii)
 - a) According to the records examined by us, during the year, no deductions were made towards Provident Fund and Employee's State Insurance. The Company was regular in depositing with appropriate authorities Income Tax, and other statutory dues deducted by it during the year.
 - (b) According to the records of the Company no dues of income tax, service tax, duty of excise, cess and value added tax, were pending for deposit.
- viii) Based on our audit procedures and according to the information given by the management, the company has not taken any loans or borrowings from any financial institution, bank, government or issued debentures during the year and therefore there is no default in repayment thereof.
- ix) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan and has not raised any money by way of initial public offer or further public offer (including debt instrument) and hence paragraph 3 (ix) of the Order is not applicable to the Company.
- x) Based upon the audit procedures performed and to the best of our knowledge and according to the information and explanations given to us by the management, we report that no fraud by the Company or any fraud on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi) As per the records, the Company has not paid or provided any managerial remuneration covered under the provisions of Section 197 read with Schedule V of the Act, during the year. Accordingly paragraph 3 (xi) of the Order is not applicable to the Company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, all the transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by the applicable Accounting Standard.

- xiv) According to the records the company, no preferential allotment of shares has been made during the year under report.
- xv) During the year, the Company has not entered into any non-cash transaction with Director or person connected with him. Accordingly paragraph 3 (xv) of the Order is not applicable to the Company
- xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Accordingly paragraph 3 (xvi) of the Order is not applicable to the Company.

PLACE OF SIGNATURE:
69-D. B.GUPTA ROAD
JOLLY BUILDING
PAHAR GANJ
NEW DELHI
DATE:2nd May, 2017

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 000148N

(V.K.VERMA)
PARTNER
M.NO. 017742

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF UDDHAV PROPERTIES LIMITED

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

We have audited the internal financial controls over financial reporting of Uddhav Properties Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the

assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

**PLACE OF SIGNATURE:
69-D. B.GUPTA ROAD
JOLLY BUILDING
PAHAR GANJ
NEW DELHI
DATE:2nd May, 2017**

**FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 000148N**

**(V.K.VERMA)
PARTNER
M.NO. 017742**

BALANCE SHEET AS AT 31.3.2017

PARTICULARS	Note No	As at 31.3.2017 Amount	As at 31.3.2016 Amount
EQUITY AND LIABILITIES			
(a) Share Capital	1	14,100,000	14,100,000
(b) Reserve and Surplus	2	<u>(3,071,449)</u>	<u>(3,146,012)</u>
Non current liabilities			
Long Term Borrowings	3	2,300,000	2,300,000
Current Liabilities			
Short-term borrowings	4	3,422,782	-
Trade payables	5	85,636	84,107
Other current liabilities	6	43,548	34,839
Short-term provisions	7	<u>31,000</u>	<u>23,500</u>
TOTAL		<u>16,911,517</u>	<u>13,396,434</u>
Non current assets			
Fixed Assets			
(i) Tangible Assets	8	4,000	4,000
Non Current Investments	9	1,439,631	1,439,631
Current Assets			
Trade receivables	10	-	-
Cash and cash equivalent	11	9,706,826	11,555,261
Short term loans and advances	12	5,497,150	76,817
Other Current Assets	13	<u>263,910</u>	<u>320,725</u>
TOTAL		<u>16,911,517</u>	<u>13,396,434</u>

The accompanying Notes 1 to 31 are integral part of the financial statements.

In terms of our report of even date

For Saluja & Associates
CHARTERED ACCOUNTANTS
Firm Reg No. 000148N

For and on behalf of the Board

(V.K Verma)
Partner
M.No. 017742

(G.S. Poddar)
Director & CFO
DIN 00917730

(Uddhav Poddar)
Managing Director
DIN 00886181

Date : 02/05/2017
Place: New Delhi

(Anupam Agr)
Company Secretary
ACS- M.No. 31556

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2016			
PARTICULARS	Note No	for the Year ended 31st March 2017	For the year ended 31st March 2016
REVENUE			
Revenue from operations	14	551,422	1,316,518
Other Income	15	979,386	516,281
Total Revenue		1,530,808	1,832,799
EXPENSES			
Purchase of Stock in Trade	16	420,270	815,010
Employee benefit expense	17	341,253	256,176
Finance Cost	18	155,331	-
Depreciation	8	-	-
Operation and Other Expenses	19	508,391	682,517
Total Expense		1,425,245	1,753,703
Profit before tax		105,563	79,096
Tax expense:			
Current tax	20	31,000	23,500
Previous Years		-	-
Profit/(Loss) for the period		74,563	55,596
Earning per equity share:			
-Basic & Diluted	21	0.05	0.04

The accompanying Notes 1 to 31 are integral part of the financial statements.

IN TERMS OF OUR REPORT OF EVEN DATE

For Saluja & Associates
Chartered Accountants
 Firm Reg No. 000148N

For and on behalf of the Board

(V.K Verma)
Partner
M.No. 017742

(G.S. Poddar)
Director & CFO
DIN 00917730

(Uddhav Poddar)
Managing Director
DIN 00886181

Date : 02/05/2017
 Place: New Delhi

(Anupam Agr)
Company Secretary
ACS- M.No. 31556

	AS AT 31st MARCH,2017		AS AT 31st MARCH,2016	
1 SHARE CAPITAL				
Authorized				
Equity Shares of '10/- par value	3,360,000	33,600,000	3,360,000	33,600,000
Issued				
Equity Shares of ' Rs.10/- par value	1,410,000	14,100,000	1,410,000	14,100,000
Subscribed & Paid up				
Equity Shares of ' Rs.10/- par value	1,410,000	14,100,000	1,410,000	14,100,000
Total	1,410,000	14,100,000	1,410,000	14,100,000

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares outstanding at the beginning of the year	1,410,000	14,100,000	240,000	2,400,000
Equity Shares allotted during the year			1,170,000	11,700,000
Equity Shares outstanding at the end of the year	1,410,000	14,100,000	1,410,000	14,100,000

The details of shareholder holding more than 5% Equity shares is set out below:

Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares held	% of Holding	No. of Shares	% of Holding
Uddhav Poddar	206,850	14.67	206,850	14.67
Urban Projects & Infra Pvt. Ltd	100,000	7.09	100,000	7.09
Kaushalya Buildcon Pvt. Ltd.	500,000	35.46	500,000	35.46
KFL Infra and Logistics Pvt. Ltd.	100,000	7.09	100,000	7.09
Kanishka Jain	100,000	7.09	100,000	7.09

	AS AT 31st MARCH,2017	AS AT 31st MARCH,2016
2 RESERVE AND SURPLUS		
Surplus in Statement of Profit and Loss		
Balance as per last Account	(3,146,012)	(3,201,608)
Add: Transfer from Surplus in Statement of Profit and Loss	74,563	55,596
At the end of the year	(3,071,449)	(3,146,012)
<u>Non-Current Liabilities</u>		
3 Long Term Borrowings		
Unsecured:		
From Bodies Corporate	1,000,000	1,000,000
Others	1,300,000	1,300,000
	2,300,000	2,300,000
<u>Current Liabilities</u>		
4 Short Term Borrowing		
Bank Overdraft	3,422,782	-
	3,422,782	-
5. <u>Trade Payables</u>		
Others	85,636	84,107
	85,636	84,107
6 <u>Other Current Liabilities</u>		
Creditors for goods & Suppliers	-	-
Accrued Employee benefits	43,548	34,839
	43,548	34,839
7 <u>Short Term Provisions</u>		
Provision for Current Income Tax	31,000	23,500
	31,000	23,500
Non Current Assets		
8 <u>Non Current Investments</u>		
Investment in Equity Shares:-		
1380600 Equity Shares of Rajasthan Petro Synthetics Ltd.	1,418,601	1,418,601
1403 Equity Shares of Anubhav Minerals Pvt. Ltd.	14,030	14,030
	1,432,631	1,432,631
Aggregate amount of Quoted investments	1,418,601	1,418,601
Aggregate Market Value of Quoted investments	1,863,810	3,589,560
<u>Other Investments</u>		
National Saving Certificates(Pledge with Sales Tax Authority)	7,000	7,000
	7,000	7,000
TOTAL NON CURRENT INVESTMENTS	1,439,631	1,439,631

	AS AT 31st MARCH,2017	AS AT 31st MARCH,2016
Current Assets		
9	<u>Trade Receivable</u>	
	<u>(Unsecured and Considered Good)</u>	
a)	Outstanding for a period exceeding six months from the due date of payment	-
b)	Others	-
	<u>-</u>	<u>-</u>
10	<u>Cash and cash equivalent</u>	
	Balance with Banks	
	In Current Accounts	6,555,201
	Cash on Hand	60
	FDR - Axis Bank	5,000,000
	<u>9,706,826</u>	<u>11,555,261</u>

Detail of Specified Bank Notes (SBN) held and transacted during the period 08 November 2016 to 30 Dec 2016 as provided in the table below:

	Specified Bank Notes(SBN)	Other Denomination noted	Total
Closing cash in hand as on 08 November 2016	-	227	227
(+) Permitted receipt	-	10,000	10,000
(-) Permitted payments	-	10,000	10,000
(-) Amount deposited in bank	-	-	-
Closing cash in hand as on 30 December 2016	-	227	227
	-	227	227

11	<u>Short Term Loans and Advances</u>	
	<u>(Unsecured and Considered Good)</u>	
	Loans and Advances to Parties	5,379,062
	Other Loans and Advances	118,088
	<u>5,497,150</u>	<u>76,817</u>
12	<u>Other Current Assets</u>	
	<u>Preliminary Expenses</u>	
	Preliminary expenses	278,920
	<u>Others</u>	
	Prepaid expenses	9,367
	Interest Receivable	51,958
	<u>263,910</u>	<u>320,725</u>

Note 8

FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 31.03.16	Addition during the year	Deductions During the Year	As on 31.03.17	For the year	As on 31.03.17 respect of Assets whose useful life is over	As on 31.03.17	As on 31.03.16
Furniture & Fixture	30,000	-	-	30,000	-	-	1500	1,500
Office Equipments	50,000	-	-	50,000	-	-	2,500	2,500
TOTALS	80,000	-	-	80,000	-	-	4,000	4,000
Previous Year	80,000	-	-	80,000	-	-	4,000	-

Uddhav Properties Ltd.

	FOR THE YEAR 31st MARCH,2017	FOR THE YEAR 31stz MARCH,2016
13 Revenue from operations		
Sale of Scrap	551,422	996,270
Sale of Services	-	320,248
	551,422	1,316,518
14 Other income		
Interest	979,302	516,271
Commission	-	-
Misc. Income	84	10
	979,386	516,281
15 Purchase of Stock In Trade		
Purchase of Scarp	420,270	815,010
	420,270	815,010
16 Employee benefit expense		
Salaries	341,253	256,176
	341,253	256,176
17 Finance Cost		
nterest	155,331	-
	115,331	-
18 Operation and Other Expenses		
Office Rent	120,000	110,000
Electricity & Water Charges	69,928	78,454
Legal & Professional Charges	90,229	241,283
Bank Charges	1,168	2,055
Postage, Telephone & Courier	7,510	9,123
Travelling & Conveyance	12,735	3,940
Auditors Remuneration	46,000	33,625
Miscellenous Expenses	160,821	204,037
	508,391	682,517
19 Provision For Current Tax	31,000	23,500
	31,000	23,500
20 EPS		
Net Profit after Tax	74,583	55,596
No.of Equity Shares	1,410,000	1,410,000
EPS	0.05	0.04

21. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

A. Corporate Information

UDDHAV PROPERTIES LIMITED is a limited company listed on Metropolitan Stock Exchange of India Limited (MSEI) domiciled in India and incorporated under the provisions of Companies Act 1956.

B. Basis of preparation and presentation of financial statements

i. These accounts are prepared on historical cost basis and on the Accounting principles of going concern. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

ii. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except to the extent stated otherwise.

iii. The expenses are shown net of recovery wherever there is any recovery against respective expenses.

iv. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule-III to the Companies Act, 2013.

C. Tangible Fixed Assets

Fixed Assets are valued at cost less accumulated depreciation. The cost of assets comprises of purchase price and any directly attributable cost of bringing the assets to its present condition or intended use.

D. Depreciation

Depreciation on fixed assets has been provided on the written down value method rates based on the useful life of an asset as specified in part C of schedule II of the Companies Act 2013.

E. Current Tax

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

F. Deferred Tax

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized. There being insignificant deferred tax for the current year, therefore company has not considered the same.

G. Revenue Recognition

The Company has recognized revenue from business income on accrual basis.

H. Earnings Per share

The basic and diluted earnings per share is calculated by dividing the net profit for the year by the weighted average number of equity shares outstanding during the year.

I. Provision and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of the contingent liability, if determinable, is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. But when there is a possible obligation, but the likelihood of outflow of resources is remote, no provision/disclosure is made.

J. Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimated assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could in the period differ from those estimates. Any revision to accounting estimates is recognised in the period, the same is determined.

K. Recent accounting pronouncements**Standards issued but not yet effective**

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to IND AS 7, 'Statement of cash flows' and IND AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment.'. The amendments are applicable to the Company from 01st April, 2017.

22. Contingent liabilities to the extent not provided - NIL
23. Commitment - NIL
24. Unsecured Loans appearing in books are subject to confirmation.
25. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
26. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instruction in respect of Accounting Standard. Accordingly, the Company has complied with the Accounting Standard as applicable to a Small and Medium Sized Company.
27. The Company has no liability towards leave encashment, gratuity and bonus payable for the year under consideration.
28. There is no separate reportable segment as the company is predominantly engaged in only one segment, therefore, Accounting standard-17 to Segment Reporting issued by the Institute of Chartered Accountants of India, is not applicable to it.
29. The Company has estimated Deferred Tax Liability/Assets in accordance with Accounting Standard-22 on 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India, using the applicable rates of taxation based on the timing difference between financial statements and estimated taxable income for the current year and the net Deferred Tax Liability being insignificant has not accounted the same as at 31st March, 2017.
30. **Related party disclosure as required by Accounting Standard-18 (AS-18)**

"Related Parties Disclosure" issued by the Institute of Chartered Accountants of India are given below (As decided by the management and relied upon by the auditors) :

AS PER ANNEXURE ATTACHED

a) **RELATED PARTY DISCLOSURES****List of Related parties and their relationship:**

Name of Related Party	Relationship
1 Gauri Shankar Poddar	Key Managerial Personnel (KMP) & Relatives
2 Uddhav Poddar	
3 Bishnu Kumar Agarwal	
4 Varun Ashok Guliani	
5 Anupam Agr	
5 V.L.Poddar (wife of Shri G.S. Poddar)	Enterprises over which KMP are able to exercise significant influence
6 Bhumika Enterprises Private Limited	
7 Kaushalya Logistics Private Limited	

b) **Nature of Transaction**

S. no	Summary of Related Party Transaction	Key Managerial Personnel & Relatives		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Total	
		FY 2016-17	FY 2015-16	FY 2016-17	FY 2015-16	FY 2016-17	FY 2015-16
1	Purchase	-	-	4,20,270	8,15,010	4,20,270	8,15,010
2	Loans given	-	-	1,03,50,000	73,00,000	1,03,50,000	73,00,000
3	Loan Received back	-	-	67,50,000	73,00,000	67,50,000	73,00,000
4	Interest earned		-	2,31,248	1,43,704	2,31,248	1,43,704
5	Rent paid	1,20,000	110000	-	-	1,20,000	1,10,000

c) **Outstanding Balance as at 31.03.2016**
(Excluding Reimbursements of Expenses)

S. no	Summary of Related Party Transaction	Key Managerial Personnel		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Total	
		FY 2016-17	FY 2015-16	FY 2016-17	FY 2015-16	FY 2016-17	FY 2015-16
1	Outstanding Balance Of Loan	-	-	46,00,000	-	46,00,000	
						46,00,000	

31 Previous period's figures have been regrouped / rearranged wherever considered necessary to confirm to this year's classification.

In terms of our report of even date attached

For and on behalf of the Board

For SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 000148N

(G.S.Poddar)
DIRECTOR
DIN:00917730

(Uddhav Poddar)
MANAGING DIRECTOR
DIN:00886181

(V.K. VERMA)
PARTNER
M. NO: 017742
NEW DELHI
DATE:02/05/2017

(ANUPAMAGR)
COMPANY SECRETARY
ACS- M.No. 31556

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

<u>PARTICULARS</u>	Amount (Rs.) 31st March 2017	Amount (Rs.) 31st March 2018
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) after Tax	74,563	55,596
Adjustments for:		
Depreciation	-	-
Finance Costs	155,331	-
Interest Income	(979,302)	(516,271)
Operating profit before working capital changes	(749,408)	(460,675)
Movements in Working Capital :		
(Increase)/Decrease in Trade Receivables	-	-
(Increase)/Decrease in Loan and Advances	(5,420,333)	20,513
(Increase)/Decrease in Other Current Assets	56,815	(307,241)
Increase/(Decrease) in non current Investments	-	-
Increase/(Decrease) in Other Long Term Liabilities	-	-
Increase/(Decrease) in Short Term Borrowings	3,422,782	-
Increase/(Decrease) in Trade Payables	1,529	38,462
Increase/(Decrease) in Other Current Liabilities	8,709	24,839
Increase/(Decrease) in Short Term Provisions	7,500	11,000
Tax Paid	-	-
Net cash from Operating Activities (A)	(2,672,406)	(673,102)
Cash flow Investing Activities		
Purchase of fixed assets	-	-
Interest Paid	(155,331)	-
Interest Received on FDR	979,302	516,271
Net cash Inflow/(Outflow) from Investing activities (B)	823,971	516,271
Cash Flow from Financing Activities		
Repayment of Loan	-	-
Issue of Equity Share Capital	-	11,700,000
Net cash Inflow/(Outflow) from Financing Activities (C)	-	11,700,000
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)	(1,848,435)	11,543,169
Cash and cash equivalents at the beginning of the year	11,555,261	12,092
Cash and cash equivalents at the end of the year	9,706,826	11,555,261
Components of cash & cash equivalents		
Cash in hand	3,241	60
With Banks		
In Deposit Accounts	9,600,000	500,000
In current Accounts	103,585	655,201

- The Cash Flow Statement has been prepared under the Indirect Method as set out in Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India
- Negative figures have been shown in brackets.

IN TERMS OF OUR REPORT OF EVEN DATE

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number: 00148N

(V.K Verma)
Partner
M.No. 017742

(G.S. Poddar)
Director & CFO
DIN 00917730

(Uddhav Poddar)
Managing Director
DIN 00886181

Date : 02/05/2017
Place: New Delhi

(Anupam Agr)
Company Secretary
ACS- M.No. 31556