

Uddhav Properties Ltd.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Uddhav Properties Ltd. will be held on Thursday, the 24th September, 2020 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 2020 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 fix the remuneration of K.N. Gutgutia & Co., Chartered Accountants, Statutory Auditors of the Company

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 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 35th Annual General Meeting held on 20th September, 2017 in respect of the appointment of M/s K.N. Gutgutia & Co., Chartered Accountants (firm registration no. 304153E) till the conclusion of the 40th Annual General Meeting, the Board of Directors be and is hereby authorised to fix the remuneration of Statutory Auditors for the period commencing from the year 2020-21, until the conclusion of the 40th Annual General Meeting of the Company."

PLACE: New Delhi
DATE: 25.08.2020

By Order of Board
For Uddhav Properties Ltd.

Anupam Agr
Company Secretary

NOTES

1. 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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2020 to 24th September, 2020 (both days inclusive).
3. 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.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement pursuant to section 102 of the Act, shall be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day of the Company, during business hours upto and including the date of the Meeting and also at the venue of the meeting.
5. 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, Phase1, 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.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 20th, 2017.
8. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2019-20, the Notice of the 38th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member and Members who hold shares in physical form are requested to send their e-mail address to admin@skylinerta.com
9. Physical copy of the Annual Report for 2019-20, the Notice of the 38th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/ Depository Participants. The Annual Report for 2019-20 and the Notice of the 38th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.uddhavpropertiesltd.com

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10. 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.
11. 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.
12. 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.
13. The Notice of the AGM along with the Annual Report 2019-20 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.
14. 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.
15. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilities convenience and safety of transactions for investors.

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.

16. **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 17th September, 2020 (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 38th 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

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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 24, 2020, whichever is earlier).

- vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on Monday, September 21st, 2020 at 09.00 A.M. and end on Wednesday, September 23rd, 2020 at 5.00 P.M.
- 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 vjhawarandco@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 Monday, September 21st, 2020 and end on Wednesday, September 23rd, 2020. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 17th September, 2020 (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 evoting and Postal Ballot Forms on or before 26th September, 2020.
- (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.
21. 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 Ltd.

PLACE: New Delhi

DATE: 25.08.2020

(Annupam Agr)
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Skyline Financial Services Pvt. Ltd, D-153A, IST Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. For other matters, kindly write to the Secretarial Department of the Company at 19, Community Centre, First Floor, East Of Kailash New DELHI 110065
3. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.
4. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form December 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
Dematerialization facility is available both on NSDL and CDSL.
Company's ISIN is INE162S01012
5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.
6. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of 30 days of such shares becoming due to be transferred to the IEPF Account.
7. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialized form are requested to contact their Depository Participant for recording their nomination.
9. Members are requested to quote their Folio No. /DP ID- Client ID and details of shares held in physical/demat mode, email ids and Telephone No. for prompt reply to their communications.

DIRECTORS' REPORT

To,

Dear Members,

Your Directors have pleasure in presenting their 38th Annual Report and the Audited Financial Statements for the Financial Year ended March 31, 2020.

1. Financial summary or highlights/Performance of the Company

Particulars	2019-2020 (Rs. in lakhs)	2018-2019 (Rs. in lakhs)
Revenue from Operations	-	-
Other Income	11.85	9.60
Total Income	11.85	9.60
Employee Benefit Expense	1.20	1.20
Depreciation		
Other Expense	3.85	7.28
Total Expense	5.05	8.48
Profit/Loss before exceptional item and tax	6.80	1.12
Exceptional Item	-	-
Profit before tax	6.80	1.12
Current Tax	1.55	0.30
Net Profit	5.25	0.82

2. Overview of Company's Financial Performance

During the year under review, the Company earned a profit of Rs. 5.25 lakhs.

3. Change in the nature of business, if any

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

4. Dividend

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

5. Reserves

No amount being transferred to Reserves during the year.

6. 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.

7. Corporate Governance Disclosures:

In compliance with Regulation 34(3) of the Listing Regulation, 2015 a separate report on Corporate Governance along with the a certificate from the Auditors on its Compliance form an integral part of this Report.

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Certificate from Practicing Company Secretary certifying that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company pursuant to Regulation 34(3) read with schedule V Para C clause (10)(i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is attached to the Corporate Governance Report.

8. **Listing with Stock Exchanges:**

The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to Metropolitan Stock Exchange of India Ltd. where the Company's Shares are listed.

9. **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 IND AS is applicable to our Company. w.e.f 01st April, 2017.

10. **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.

11. **Directors and Key Managerial Personnel**

Category	No. of directors
Non-Executive & Independent Directors	2
Executive Director (CFO & Managing Director)	2
Company Secretary & Compliance Officer	1
Total	5

The Board of Directors is duly constituted with Sh. G.S. Poddar, Sh. Uddhav Poddar, Sh. Yogesh Gajwani, Ms. Alka Sabharwal. The above constitution of Board of directors is as per Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

Shri 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.

11. **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.

12. **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.

13. **Board Meetings**

During the year Five Board Meetings were convened and held. The details are given in the Corporate Governance Report.

14. **Board Committees**

The Company has duly constituted Board level committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as mandated by the applicable laws and as per the business requirements.

The details with respect to Board Committees are provided in the Corporate Governance Report of the Company which forms part of this report

15. **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.

16. **Independent Directors' Meeting**

During the year under review, the Independent Directors met on 20th March 2020, 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.

17. **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.

18. **Vigil Mechanism / Whistle Blower Policy:**

The Company has a WHISTLE BLOWER POLICY to deal with instance of unethical behavior, 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.

19. **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 year under review.

20. **Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no subsidiary/ Material Subsidiary or joint venture or associate company.

21. **STATUTORY AUDITORS:**

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the Annual General Meeting of the Company held on 20 September, 2017 appointed M/s K.N. Gutgutia & Co., Chartered Accountants, (Firm Registration no. 304153E) as statutory auditors of the Company from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting, covering one term of five consecutive years, subject to ratification by the members at each intervening Annual General Meeting.

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In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7 May 2018, ratification of auditors' appointment is no longer required. However, as required under section 142 of the Companies Act, 2013, a proposal is put up for approval of members for authorising the Board of Directors of the Company to fix Auditors' remuneration for the year 2020-21 and thereafter. The members are requested to approve the same.

22. **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.

23. **Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under, M/s. V JHAWAR & Co, Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure II to this report. 24. Internal Audit & Controls

The Company has appointed M/s MBR & Company LLP 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.

25. **Risk management policy:**

Risk management policy is not applicable to the Company.

26. **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 .

Further the same has been given on the company's website at www.uddhavpropertiesltd.com

27. **Deposits**

The Company has neither accepted nor renewed any deposits during the year under review. There was no deposit outstanding at the beginning of the year.

28. **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.

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

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

30. **Particulars of loans, guarantees or investments under section 186**

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

31. **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 subsection (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.

32. **Obligation Of Company Under The Sexual Harassment Of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to our Company as the number of employee is below 10 during the year under review.

33. **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

34. **Human Resource**

There was no Industrial Relation issues during the year under review.

35. **Maintenance of Cost Records under Sub Section (1) of Section 148 of the Companies Act, 2013 as Specified by Central Government**

The Central Government has not prescribed the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company.

36. **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.

37. **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).

38. **Compliance with Secretarial Standards**

The Company is fully compliant with the applicable Secretarial Standards (SS) viz, SS-1 & SS-2 on meetings of the Board of Directors and General Meetings respectively.

39. **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.

40. **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.

41. **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
Uddhav Properties Limited

Place: New Delhi
Date: 25.08.2020

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

(Uddhav Poddar)
Managing Director
DIN: 00886181

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

Sl.No.	Name	Designation/ Nature of Duties	Remuneration Received [Rs.]	Qualification	Experience in years	Age in years	Date of commen- cement of employment	Last employment held
1	2	3	4	5	6	7	8	9
1	Mr.Anupam Agr	CS	120000	CS, L.L.B.		29	12.09.15	

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
- The above employee is not related to any Director of the Company.

Annexure-II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To,

**The Members,
UDDHAV PROPERTIES LIMITED
19, Community Centre,
First Floor, East of Kailash,
New Delhi-110065
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, 2019 and ended 31st March, 2020, 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 :

PARA ONE

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, 2020, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (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;

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

We have also examined the Compliances of the Provisions of the other laws applicable specifically to the Company wherein we have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by us and found that company has complied with all the provisions of said Acts.

PARA SECOND

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

Secretarial Standards with respect to Board and General Meetings of The Institute of Company Secretaries of India applicable from 01st July, 2015.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit I hereby report that in our opinion during the period under review the provisions of SS-1 in respect of Board Meeting and SS-2 in respect of General Meetings is complied with.

We further report that:

The composition of Board of Directors of the Company was duly in compliance of section 149 of the Companies Act, 2013 during the Financial Year 2019-2020. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings at seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes

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

For V. Jhavar & Co
Company Secretaries

CS Vikram Jhavar
Prop
CP-11204
M No -30623

Place: New Delhi
Date: 25.08.2020

Annexure – A to Secretarial Audit Report dated 25.08.2020

To

The Members of
M/s. Uddhav Properties Limited
19, Community Centre, First Floor,
East of Kailash,
New Delhi-110065
CIN: L70101DL1982PLC014024

Our Secretarial Audit Report dated August 25, 2020 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. Jhavar & Co
Company Secretaries

CS Vikram Jhavar
Prop
CP-11204
M No -30623

Place: New Delhi
Date: 25.08.2020

Annexure III

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020**

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	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	Interest Income	NIL	100
2			
3			

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

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	298560	-	298560	21.17	298560	-	298560	21.17	0

Uddhav Properties Ltd.

b) Central Govt										
c) State Govt(s)										
d) Bodies Corp.	711800	-	711800	50.48	711800	-	711800	50.48	0	
e) Banks / FI										
f) Any other										
Total shareholding of Promoter (A)	1010360	-	1010360	71.66	1010360	-	1010360	71.66	0	
B. Public Shareholding										
1. Institutions										
a) Mutual Funds										
b) Banks / FI										
c) Central Govt										
d) State Govt(s)										
e) Venture Capital Funds										
f) Insurance Companies										
g) FIs										
h) Foreign Venture Capital Funds										
i) Others (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	0	48140	48140	3.41	0	48140	48140	3.41	0	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	251500	1500	251500	17.84	251500	1500	251500	17.84	0	
c) Others (HUF)	100000	-	100000	7.09	100000	-	100000	7.09	0	
Non Resident Inders										
Overseas Corporate Bodies										
Foreign Nationals										
Clearing Members										
Trusts										
Foreign Bodies - DR										
Subtotal (B)(2):-	351500	4960	399640	28.34	351500	4960	399640	28.34	0	

Uddhav Properties Ltd.

Total Public Shareholding (B)= (B)(1)+ (B)(2)	351500	49640	399640	28.34	351500	49640	399640	28.34	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1361860	49640	1410000	100	1361860	49640	1410000	100.00	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 01.04.19			Shareholding at the end of the year 31.03.2020			% change in share holding during the year
		No of shares	% of Total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of Total shares of the company	% of Share 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		25000	1.84		0.00
5	Kaushalya Logistics P Ltd	500000	35.46		500000	35.46		0.00
6	KFL Infra & Logostics P. Ltd	100000	7.09		Nil	0.00		0.00
7	Bhumika Realty P Ltd. (earlier Known as Urban Projects & Infra P. Ltd.)	100000	7.09		200000	14.18		0.00
8	Anubhav Mineral Pvt Ltd	11800	0.84		11800	0.84		0.00
		1010360	71.66		1010360	71.66		0.00

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	1010360	71.66	1010360	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.):	There is no Change			
	At the end of the year	1010360	71.66	1010360	71.66

Uddhav Properties Ltd.

**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	376950	26.73
	Change made during the year due to transfer				
	At the end of the year	376950	26.73	376950	26.73

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	14.69
	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	14.69
SN	Shareholding of each Directors and each Key Managerial Personnel (Shri 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

Uddhav Properties Ltd.

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 : NIL
MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	120000	NIL	120000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	120000	NIL	120000
	(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	120000	NIL	120000

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

1. 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	Kaushalya Logistics Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Rent Agreement
c)	Duration of the contracts/arrangements/transaction	01.04.2019 to 31.03.2020
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent Agreement for Rs 24000/- + GST
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	21.05.2019
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
Director

Annexure- V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- ❖ **Future outlook**
The Company wants to explore new avenues of business for the company.
- ❖ **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 2020

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	2
Other Non-Executive Directors	-
Executive Director (CFO & Managing Director)	2
Total	4

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

3 Board Meetings

During the year Five Board Meetings were convened and held. The details of which are given below:

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
21.05.2019	4	4
14.08.2019	4	3
26.09.2019	4	4
14.11.2019	4	3
13.02.2020	4	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).

4. COMMITTEES OF THE BOARD

A) **Audit Committee** : The Audit Committee worked under the Chairmanship of Ms. Alka Sabharwal with Shri. G. S. Poddar and Shri Yogesh Gajwani as Co-members.

Date of Audit Committee meeting held	Total no. of strength of Committee	No. of Members present
21.05.2019	3	2
14.08.2019	3	2
14.11.2019	3	3
13.02.2020	3	3

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.

- b) Reviewing the Company's financial and risk management policies.
- c) Reviewing the Quarterly and Annual Financial Statements before submission to the Board.
- d) 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.

(b) Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on 24/03/2020
G.S Poddar	Chairman cum Executive Director	Y
Yogesh Gajwani	Non-Executive Independent Director	Y
Alka Sabharwal	Non-Executive Independent & Woman Director	Y

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

(c) Nomination & Remuneration Committee:

The composition of the Nomination & Remuneration Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on 24/03/2020
Alka Sabharwal	Chairperson and Non-Executive Independent Director	Y
G.S Poddar	Executive Director	Y

Yogesh Gajwani	Non-Executive Independent Director	Y
----------------	------------------------------------	---

Independent Directors' Meeting

During the year under review, the Independent Directors met on 20th March, 2020, 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.

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 2019-20 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, 2020

Particulars	No.of shareholders	%of shareholders	No.of shares	%of Shareholding
Resident individuals(promoters)	7	1.38	1010360	71.66
Resident Individuals & Other shareholders (Other than Promoters)	499	98.62	399640	28.34
Total	506	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 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, 2019	Received during the year	Redressed during the year	Pending as on March 31, 2020
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-

Uddhav Properties Ltd.

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 Auditors' Certificate in this regard is submitted to Metropolitan 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, 2020, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	49640	3.52
Demat Segment		
CDSL	860360	61.02
NSDL	500000	35.46
Total	1410000	100.00

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended	Venue 31st March,	Date	Time	Special Resolutions Passed
35th	2017	19, Community Centre First Floor	20.09.2017	11.00 a.m.	Yes
36th	2018	East of Kailash	25.09.2018	11.00 a.m.	Yes
37	2019	New Delhi 110065	26.09.2019	11.00 a.m.	No

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	14/08/2019
2 nd Quarter	14/11/2019

Uddhav Properties Ltd.

3rd Quarter	13/02/2020
4th Quarter Annual	29/06/2020

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 38th 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 2018-19:

AGM – Date, time and venue	Thursday 24 th September, 2020 at 11.00 AM at 19, Community Centre, 1st Floor, East of Kailash, New Delhi-110065
Financial Year	2019-20
Book Closure Date	18 th September, 2020 to 24 th September, 2020
Dividend Payment Date	NA
Listing of Eq. shares on stock exchanges.	MSEI
Stock Code	UDDHAV
Market Price Data and other related informations	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, 2020 and recommendation of dividend	29.06.2020
Posting of Annual Reports	31.08.2020
Last date for receipt of Proxy Forms	22.09.2020
Probable date of despatch of warrants	NA
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2020	NA

For and on behalf of the Board

Place: New Delhi
Date: 25.08.2020

(G.S. Poddar) (Uddhav Poddar)
Director & CFO Managing Director

CERTIFICATION BY CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

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, 2020 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.
- (d) 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:25.08.2020

Uddhav Properties Ltd.

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT

TO THE MEMBERS OF UDDHAV PROPERTIES LTD.

We have examined the compliance of conditions of Corporate Governance by Rajasthan Petro Synthesis Limited, for the year ended on 31st March 2020, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to the Company.

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulations 46(2) of Listing Regulations as applicable to the Company during the year ended 31st March, 2020.

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

**FOR K.N. GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
FRN 304153E**

**PLACE: NEW DELHI
DATED: 25.08.2020**

**(B.R. Goyal)
PARTNER
M.NO. 012172**

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI)(Listing Obligations and Disclosure Requirements) Regulations,2015 (LODR) in respect of UDDHAV PROPERTIES LIMITED (CIN: L70101DL1982PLC014024) I hereby certify that:

On the basis of the written representation/declaration received from the Directors/Company Secretary and Compliance Officer of the Company and taken on record by the Board of Directors, as on 31st March 2020, none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**For V. Jhavar & Co
Company Secretaries**

**CS Vikram Jhavar
Prop
CP-11204
M No -10300**

**Place: New Delhi
Date: 25.08.2020**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF UDDHAV PROPERTIES LIMITED

Report on the Financial Statements

I. Report on the Audit of Financial Statements for the year ended 31st March, 2020

1. Opinion

- A. We have audited the accompanying Financial Statements of Uddhav Properties Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

4. Information Other than the Financial Statements and Auditor's Report thereon

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

5. Management's Responsibility for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

Due to the COVID-19 pandemic, nationwide lockdown and other travel restrictions are imposed by the Government/ local administration, the audit processes were carried out electronically by remote access. Necessary records were made available by the management through digital medium and were accepted as audit evidence while reporting for the current period.

II. Report on Other Legal and Regulatory Requirements

- 1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
 - D. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - E. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

Uddhav Properties Ltd.

In our opinion and to the best of our information and according to the explanations given to us, the company has not paid or provided for any managerial remuneration to its directors during the year therefore, reporting under section 197 (16) is not applicable; and

- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed, if any, the impact of pending litigations on its financial position in its Financial Statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) The company did not have any dues in respect of Investor Education and Protection Fund.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraph 3 and 4 of the Order.

**FOR K.N. GUTGUTIA & COMPANY
CHARTERED ACCOUNTANTS
FRN 304153E**

**PLACE : NEW DELHI
DATE : 29.06.2020**

**(B.R. GOYAL)
PARTNER
M.NO. 12172**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph II point 1 F under "Report on Other Legal and Regulatory Requirements" section of our report to the members of **Uddhav Properties Limited** of even date)

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

We have audited the internal financial controls over financial reporting of Uddhav Properties Limited ("the Company") as of March 31, 2020 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 (the "Guidance Note"). 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Uddhav Properties Ltd.

the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR K.N. GUTGUTIA & COMPANY
CHARTERED ACCOUNTANTS
FRN 304153E**

**PLACE : NEW DELHI
DATE : 29.06.2020**

**(B.R. GOYAL)
PARTNER
M.NO. 12172**

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph II point 2 under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Uddhav Properties Limited of even date)

- 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, during the year Company has not granted loans, secured or unsecured to companies, firm Limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore this clause not applicable.
- iv) According to the information and explanation given to us, the company has not given loans, investment, 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 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 deduction were made towards Provident Fund and Employee's State Insurance. The Company was regular in depositing with appropriate authorities income tax, Goods & Service Tax (GST) , cess and other statutory dues wherever applicable.
 - (b) According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.
 - (c) According to the records of the Company, there was no dues in respect of income tax, Goods & Service Tax (GST) cess and other statutory duties which have not been deposited on account of disputes.
- viii) Based on our audit procedures and according to the information given the management, the Company has not taken any loans or borrowings from any financial institution, banks, government nor have no dues of debentures holders during the year. Accordingly paragraph 3 (viii) of the Order is not applicable to the Company.
- 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 done any initial public offer or further public offer (including debt instrument) or term loans 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 during the year. Accordingly paragraph 3 (xi) of the Order is 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, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable Accounting Standards.

Uddhav Properties Ltd.

- xiv) According to the records the company, it has not made any preferential allotment of shares or private placement of shares or fully/partly convertible debentures during the year under report. Accordingly paragraph 3 (xiv) of the Order is not applicable to the Company.
- 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.

FOR K.N. GUTGUTIA & COMPANY
CHARTERED ACCOUNTANTS
FRN 304153E

PLACE : NEW DELHI
DATE : 29.06.2020

(B.R. GOYAL)
PARTNER
M.NO. 12172

Uddhav Properties Ltd.

BALANCE SHEET AS AT 31.3.2020

PARTICULARS	Note No	As at 31.3.2020 (Rs in Lacs)	As at 31.3.2019 (Rs In Lacs)
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	0.04	0.04
(b) Financial Assets - Investments	3	14.56	15.15
(c) Deferred Tax Assets (Net)		0.00	0.00
(d) Other Non-current Assets		0.00	0.00
Total Non-Current Assets		14.60	15.19
(2) Current Assets			
(a) Inventories			-
(b) Financial Assets			-
- Trade Receivables			-
- Cash and Cash Equivalents	4	1.16	21.90
- Other Bank Balances	5	100.00	96.00
- Loans	6	21.57	-
- Other Financial Assets	7	0.47	0.49
(c) Current Tax Assets (Net)			-
(d) Other current Assets	8	1.86	2.43
Total Current Assets		125.06	120.82
TOTAL ASSETS		139.66	136.01
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	9	141.00	141.00
(b) Other Equity	9A	-23.85	-29.08
Total Equity		117.15	111.92
LIABILITIES			
(1) Non-current Liabilities			
(a) Financial Liabilities			
- Borrowings	10	10.00	13.00
(b) Provisions			-
Total Non-Current Liabilities		10.00	13.00
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings	10		
- Trade Payables	11	10.92	10.67
- Other Financial Liabilities	12	0.04	0.10
(b) Other current Liabilities		0.00	0.02
(c) Current Tax Liabilities (Net)	13	1.55	0.30
(d) Provisions	14		-
Total Current Liabilities		12.51	11.09
TOTAL EQUITY AND LIABILITIES		139.66	136.01

Uddhav Properties Ltd.

Company Overview, Basis of preparation and

Significant Accounting Policies

1.

The accompanying notes (2 - 30) form an integral part of the financial statements.

As per our report of even date

For K N Gutgutia & Company
Chartered Accountants
FRN 304153E

For and on behalf of the Board of Directors

(B.R.Goyal)
Partner
M.NO 12172

(G.S. Poddar)
Director
DIN No. 00917730

(Uddhav Poddar)
Managing Director
DIN No. 00886181

PLACE: NEW DELHI
DATE: 29.06.2020

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

Uddhav Properties Ltd.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2020			
PARTICULARS	Note No	Year ended 31st March 2020 (Rs. in Lacs)	year ended 31st March 2019 (Rs. in Lacs)
i. Revenue from Operations	15	-	-
ii. Other income	16	<u>11.85</u>	<u>9.60</u>
III. Total Income (I+II)		<u><u>11.85</u></u>	<u><u>9.60</u></u>
IV. Expenses :			
Cost of Materials consumed		-	-
Excise Duty on Sales		-	-
Purchase of Stock -in -Trade		-	-
Employee benefits expense	17	1.20	1.20
Finance costs	18	0.00	0.88
Depreciation and amortisation expense		-	-
Other Expenses	19	<u>3.85</u>	<u>6.40</u>
Total Expenses		<u><u>5.05</u></u>	<u><u>8.48</u></u>
V. Profit / (Loss) before Exceptional Items and Tax (III-IV)		<u>6.80</u>	<u>1.12</u>
Vi. Exceptional items		-	-
VII. Profit / (Loss) before Tax (V+VI)		<u>6.80</u>	<u>1.12</u>
Viii. Tax Expense :			
(1) Current Tax		1.55	0.30
(2) Deferred Tax Charged / (Credit)		-	-
IX. Profit / (Loss) for the Year (VII-VIII)		<u><u>5.25</u></u>	<u><u>0.82</u></u>
X. Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss:			
- Re-measurement Losses on Defined Benefit Plans		-	-
- income tax relating to items that will not be reclassified to Profit or Loss		-	-
Total Other Comprehensive Income		<u>-</u>	<u>-</u>
XI. Total Comprehensive Income for the Year (IX+X)		<u><u>5.25</u></u>	<u><u>0.82</u></u>
XII. Earnings per Equity Share			
Basic and Diluted (in Rs.)		<u>0.37</u>	<u>0.06</u>

Company Overview, Basis of preparation and Significant Accounting Policies. 1

The accompanying notes (2 - 30) form an integral part of the financial statements.

As per our report of even date

For K N Gutgutia & Company
Chartered Accountants
FRN 304153E

For and on behalf of the Board of Directors

(B.R.Goyal)
Partner
M.NO 12172

(G. S. Poddar)
Director
DIN No. 00917730

(Uddhav Poddar)
Managing Director
DIN No. 00886181

PLACE: NEW DELHI
DATE: 29.06.2020

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

Uddhav Properties Ltd.

Statement of Changes in Equity (SOCE) for the year ended 31st March, 2020

(Rs In Lacs)

Particulars	Balance as at 1st April 2018	Change during the year 2018-19	Balance as at 31st March 2019	Change during the year 2019-20	Balance as at 31st March 2020
Equity Share capital					
ISSUED,SUBSCRIBED AND FULLY PAID UP Equity Shares 14,10,000 of Rs. 10/- each fully paid up	141.00	-	141.00	-	141.00
Total	141.00	-	141.00	-	141.00

B. Other Equity

Particulars	Reserve and Surplus		Total Other Equity
	General Reserve	Retained Earnings	
Restated balance as at 1st April, 2017		-30.71	-30.71
Profit for the year		0.81	0.81
Re-measurement of net Defined Benefit Plans			
As at 31st March, 2018		-29.90	-29.90
Profit for the year		0.82	0.82
Re-measurement of net Defined Benefit Plans		-	-
As at 31st March, 2019	-	-29.08	-29.08
Profit for the year		5.25	5.25
As at 31st March, 2019	-	-23.85	-23.85

As per our report of even date

For K N Gutgutia & Company
CHARTERED ACCOUNTANTS
FRN 304153E

(B.R.Goyal)
Partner
M.NO 12172

For and on behalf of the Board of Directors

(G. S. Poddar)
Director
DIN No. 00917730

(Uddhav Poddar)
Managing Director
DIN No. 00886181

PLACE: NEW DELHI
DATE: 29.06.2020

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

NOTE - 2 PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Buildings	Plant and Equipments	Mobile Gas Tankers with	Furniture's and Fixtures	Office Equipments Vehicles	Vehicles	Total
Gross Block as at April 1, 2017	-	-	-	-	0.30	0.50	-	0.80
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
As at March 31, 2018	-	-	-	-	0.30	0.50	-	0.80
Additions	-	-	-	-	-	-	-	0.00
Disposals	-	-	-	-	-	-	-	0.00
As at March 31, 2019	-	-	-	-	0.30	0.50	-	0.80
Accumulated Depreciation as at April 1, 2017	-	-	-	-	0.29	0.48	-	0.76
Charge for the Year	-	-	-	-	-	-	-	0.00
Disposals	-	-	-	-	-	-	-	0.00
As at March 31, 2018	-	-	-	-	0.29	0.48	-	0.76
Charge for the Year	-	-	-	-	-	-	-	0.00
Disposals	-	-	-	-	-	-	-	-
As at March 31, 2019	-	-	-	-	0.29	0.48	-	0.76
Charge for the Year	-	-	-	-	-	-	-	0.00
Disposals	-	-	-	-	-	-	-	-
As at March 31, 2020	-	-	-	-	0.29	0.48	-	0.76
Net Carrying Amount								
As at April 1, 2017	-	-	-	-	0.02	0.03	-	0.04
As at March 31, 2018	-	-	-	-	0.02	0.03	-	0.04
As at March 31, 2019	-	-	-	-	0.02	0.03	-	0.04
As at March 31, 2020	-	-	-	-	0.02	0.03	-	0.04

Uddhav Properties Ltd.

(Rs. in Lakhs)

	As at 31.03.2020		As at 31.03.2019	
	Numbers	Amount	Numbers	Amount
NOTE - 3 INVESTMENTS [NON-CURRENT (Other than Trade)				
Investment in Equity Shares: Rajasthan petro Synthetics Ltd.(Quoted)	13,30,600	13.67	13,80,600	14.19
Anubhav Minerals Pvt. Ltd.(Non-Quoted)	1,403	0.14	1,403	0.14
Bhumika Enterprises Ltd.	7,500	0.75		
Other Investment	-	-	-	0.82
Aggregate amount of quoted investments		14.56		15.15
Market Value of quoted investments		72.80		90.14

NOTE- 4 CASH & CASH EQUIVALENTS

	As at 31.03.2020	As at 31.03.2019
Cash in hand	0.01	0.02
Balance with Banks:		
In Current Accounts	1.15	21.88
	1.16	21.90

NOTE - 5 OTHER BANK BALANCES

	As at 31.03.2020	As at 31.03.2019
Deposit with remaining maturity for less than 12 months but more than 3 months	100.00	96.00
	100.00	96.00

NOTE - 6 LOANS [CURRENT]

	As at 31.03.2020	As at 31.03.2019
Unsecured, Considered Good :		
Others	21.57	-
	21.57	-

Uddhav Properties Ltd.

	As at 31.03.2020	As at 31.03.2019		
NOTE - 7 OTHER FINANCIAL ASSETS [CURRENT]				
Unsecured, Considered Good :				
Advances recoverable from related parties	-	-		
Interest accrued but not due	0.47	0.49		
	0.47	0.49		
NOTE - 8 OTHER CURRENT ASSETS				
Balances with Government Authorities	1.82	1.70		
Prepaid Expenses	0.03	0.03		
Others	-	0.70		
	1.86	2.43		
	Non-Current	Current		
	As at	As at		
	31.03.2020	31.03.2019		
	31.03.2020	31.03.2019		
NOTE - 10 BORROWINGS [NON-CURRENT]				
Bank OD	-	-	-	-
Unsecured Loan	10.00	13.00	-	-
	10.00	13.00	-	-

Uddhav Properties Ltd.

NOTE - 9 I. EQUITY SHARE CAPITAL	As at 31.03.2020	As at 31.03.2019		
a. Authorised:				
Equity Shares - 33,60,000 of Rs.10/- each with voting rights	336.00	336.00		
	336.00	336.00		
b. Issued, Subscribed and fully paid up:				
Equity Shares - 14,10,000 of Rs.10/- with voting rights				
Balance at the beginning of the year	141.00	141.00		
changes in Equity Share capital during the year	-	-		
Balance at the end of the reporting year	141.00	141.00		
c. Reconciliation of the number of shares outstanding:				
Shares outstanding as at the beginning of the year	1,410,000	1,410,000		
changes during the year	-	-		
Shares outstanding as at the end of the year	1,410,000	1,410,000		
d. Details of each shareholder holding more than 5% shares:				
	As on 31.03.2020		As on 31.03.2019	
Name of Shareholder	No. of shares held	% held	No. of shares held	% held
Uddhav Poddar	206,850	14.67	206,850	14.67
Urban Projects & Infra Pvt. Ltd	200,000	14.18	100,000	7.09
Kaushalya Kogistic Pvt. Ltd.	500,000	35.46	500,000	35.46
KFL Infra and Logistics Pvt Ltd.	Nil	0.00	100,000	7.09
Kanishka Jain	100,000	7.09	100,000	7.09

NOTE - 9A OTHER EQUITY	Reserve and Surplus		
	Retained Earnings	General	Reserve
Restated balance as at 1st April, 2017	-30.71		-
Profit for the year	0.81		-
Re-measurement of net defined benefit plans As at 31st March, 2018	-29.90		-
Profit for the year	0.82		-
Re-measurement of net defined benefit plans As at 31st March, 2019	-29.08		-
Profit for the year	5.25		
As at 31st March 2020	-23.85		-

Uddhav Properties Ltd.

NOTE - 11 Trade Payables	As at 31.03.2020	As at 31.03.2019
Payable to Micro and Small Enterprises	-	-
Payable to Others	10.92	10.67
	10.92	10.67
NOTE - 12 OTHER FINANCIAL LIABILITIES [CURRENT]	As at 31.03.2020	As at 31.03.2019
Other payables	0.04	0.10
	0.04	0.10
NOTE - 13 CURRENT TAX ASSETS / (LIABILITIES) (NET)	As at 31.03.2020	As at 31.03.2019
Current Tax Assets / (Liabilities) (Net)	1.55	0.3
	1.55	0.3
NOTE - 14 PROVISIONS [CURRENT]	As at 31.03.2020	As at 31.03.2019
Provision for Employee Benefits	-	-
	-	-
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE - 15 REVENUE FROM OPERATIONS		
Sale of:		
- Scrap	-	9.84
	-	9.84
NOTE - 16 OTHER INCOME		
Interest Income	9.37	9.60
Profit on sale of Shares	2.49	
	11.85	9.60

Uddhav Properties Ltd.

NOTE - 17 EMPLOYEE BENEFITS EXPENSE	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and Wages	1.20	1.20
contribution to Provident and other Funds	-	-
Employees' Welfare and other Benefits	-	-
	1.20	1.20

NOTE - 18 FINANCE COSTS	Year ended March 31, 2020	Year ended March 31, 2019
Interest Expenses	-	0.88
	-	0.88

NOTE - 19 OTHER EXPENSES	Year ended March 31, 2020	Year ended March 31, 2019
Lease Rent	0.28	1.80
Auditors Remuneration	0.26	0.26
Travelling Expenses	-	-
Legal, professional and consultancy charges	1.33	0.74
Power and Fuel	0.03	0.95
Rates and Taxes	0.80	0.18
Loss on sale of shares	0.06	0.00
Other Expenses	1.08	2.47
	3.85	6.40

NOTE - 20 Auditors Remuneration	Year ended March 31, 2020	Year ended March 31, 2019
a) Statutory Audit fee	0.26	0.26
b) Tax Audit Fee	-	-
d) Reimbursement of Expenses and Service Tax /GST	-	-
	0.26	0.26

NOTE - 21 DISCLOSURE AS PER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006
 The amount due to units covered under "The Micro, Small & Medium enterprises Development Act,2006' is Rs. NIL
 (Previous Year Rs. NIL)

NOTE - 22 DIVIDEND

Board of Directors have not proposed any Dividend for the Financial Year 2019-20 & previous year 2018-19

NOTE - 23 EARNINGS PER SHARE (EPS)

Rs in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
a) Profit for the year attributable to Equity Shareholders	5.25	0.82
b) Weighted average number of Equity Shares for Basic and Diluted EPS	1,410,000	1,410,000
c) Earnings per share		
- Basic	0.37	0.06
- Diluted	0.37	0.06

NOTE - 24 CONTINGENT LIABILITIES (to the extent not provided for in Financial Statement)

Particulars	As at March 31, 2020	As at March 31, 2019
Other contingent liabilities		
Claims against the company not acknowledged as debt	-	-

Annexure to Note No 25

RELATED PARTY DISCLOSURES

As per Ind AS -24 the disclosures of transactions with the related parties are given below:

(i) List of related parties and their relationships:

S.No	Name of the Related Party	Relationship
1	Gauri Shankar Poddar	Key Managerial Personnel (KMP) & Relatives
2	Uddhav Poddar	
3	Alka Sabharwal	
4	Yogesh Gajwani	
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	
8.	Bhumika Projects Limited	

(ii) 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 2019-20	FY 2018-19	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19
1	Purchase	-	-	-	-	-	-
2	Loans given	-	-	21,000,000	6,800,000	21,000,000	6,800,000
3	Loan Received back	-	-	-	6,800,000	-	6,800,000
4	Interest earned	-	-	250,620	286,088	250,620	286,088
5	Rent paid	28,320	120,000	-	-	28,320	120,000

NOTE - 26 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's activities are exposed primarily to financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The company's overall risk management policy seeks to minimise potential adverse effects on company's financial performance.

- 1 **Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as commodity price risk.
 - (a) **Foreign Currency Risk:** Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company is not having foreign currency trade payables and receivables and is therefore, not exposed to foreign exchange risk.
 - (b) **Interest Rate Risk:** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, interest rate negotiations with the lenders for ensuring the cost effective method of financing.

Uddhav Properties Ltd.

- (c) **Commodity Price Risk:** The company is affected by the price volatility of certain commodities. its operating activities require the purchase of liquid industrial Gases. For commodity price risk, the company has an approved supplier base to get best competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.
- 2 **Credit Risk:** Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables.
- Trade Receivables:** Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.
- For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.
- Credit risk is reduced by receiving pre-payments and letter of credit to the extent possible. The company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. impairment analysis is performed based on historical data at each reporting date on an individual basis.
- 3 **Liquidity Risk:** Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

NOTE - 27 CAPITAL MANAGEMENT

The company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximise the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

Particulars	Rs in Lakhs	
	As at 31.03.2020	As at 31.03.2019
Borrowings	10.00	13.00
Less: Cash and cash Equivalents	1.16	21.90
Net Debt	8.84	-8.90
Equity Share Capital	141.00	141.00
Other Equity	-23.85	-29.08
Total Capital	117.15	111.92
Capital and Net Debt	125.99	103.02
Gearing Ratio	0.00%	0.00%

NOTE - 28 OPERATING SEGMENTS

As the Company's business activity primarily falls within a single business and geographical segment i.e. Gas Business , thus there are no additional disclosures to be provided under Ind AS 108 - "Operating Segment". The management considers that the various goods and services provided by the Company constitutes single business segment since the risk and rewards are not different from one another.

NOTE - 29 FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the company:

Particulars	As at 31.03.2020		As at 31.03.2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At Cost				
- Investments in Equity Shares	14.56	14.56	15.15	15.15
(b) At Amortised cost				
- Trade Receivables	-	-	-	-
- Others	123.20	123.20	118.39	118.39
Total	137.76	137.76	133.54	133.54
(ii) Financial Liabilities				
At Amortised cost				
- Borrowings	10.00	10.00	13.00	13.00
- Trade Payables	10.92	10.92	10.67	10.67
- Others	0.04	0.04	0.10	0.10
Total	20.99	20.99	23.77	23.77

The following methods and assumptions were used to estimate the fair values:

1. Cash and short-term deposits, trade receivables, loans, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Other non-current receivables are evaluated by the company, based on parameters such as interest rates, individual credit worthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.
3. Fair value of investments in quoted mutual funds and equity shares are based on quoted market price at the reporting date.
4. Fair value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
5. The fair values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:

Level 1 - Quoted prices in active markets.

Uddhav Properties Ltd.

Level 2 - inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 - inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured, subsequent to initial recognition, at fair value as at 31st March, 2019, 31st March 2018

Particulars	Level 1	Level 2	Level 3
31st March, 2020			
Financial Assets:			
- Quoted Equity Shares	13.67	-	-
- Unquoted Equity Shares	0.75	-	-
- Unquoted Preference Shares	-	-	0.14
Others	-	-	-
Financial Liabilities: -			
Forward contracts			
<hr/>			
31st March, 2019			
Financial Assets:			
- Quoted Equity Shares	13.67	-	0.14
- Unquoted Equity Shares			
- Unquoted Preference Shares			
Others			0.82
- Forward contracts			

During the year ended March 31st, 2020 and March 31st, 2019, there were no transfers between Level 1 and Level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements.

For K N Gutgutia & Company
Chartered Accountants
FRN 304153E

For and on behalf of the Board of Directors

(B.R.Goyal)
Partner
M.NO 12172

(G.S. Poddar)
Director Managing
DIN No. 00917730

(Uddhav Poddar)
Director
DIN No. 00886181

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

PLACE: NEW DELHI
DATE : 29.06.2020

Uddhav Properties Ltd.

CASH FLOW STATEMENT

<u>PARTICULARS</u>	Amount (Rs.) 31st March 2020	Amount (Rs.) 31st March 2019
A. Cash flow from operating activities		
Profit before tax	6.80	1.12
Adjustments for : Depreciation	-	-
(Gain)/loss on disposal of property, plant and equipments	-	-
Interest expenses	0.00	0.88
Interest income	(9.43)	(9.60)
Dividend income	-	-
Provision for gratuity	-	-
Increase in fair value of Investments	-	-
	(9.43)	(8.72)
Operating profit before working capital changes	(2.63)	(7.60)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	-
Other current financial Assets	(0.02)	(0.02)
Trade receivables	-	-
Other current assets	0.57	(0.26)
Loans (current & non-current)	(21.57)	-
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	0.25	0.04
Other current financial liabilities	(0.06)	0.07
Other current liabilities	(0.02)	0.02
Current provisions	-	-
Non-current provisions	-	-
	(20.83)	(0.15)
Cash generated from operations	(23.45)	(7.76)
Income tax paid	(0.30)	-
Net cash flow (used) / from operating activities (A)	(23.75)	(7.76)
B. Cash flow from investing activities		
Capital expenditure on fixed assets	-	-
Proceeds from sale of fixed assets	-	-
Interest income on Loans	9.43	9.60
Increase in Investments	0.59	(0.75)
Dividend income	-	-
Movement in bank balances not considered as cash and cash equivalents	(4.00)	-
Net cash flow from / (used in) investing activities (B)	6.02	8.85
C. Cash flow from financing activities		
Proceeds from long-term borrowings	-	-
Proceeds from Short-term borrowings	(3.00)	-
Interest expenses	0.00	(0.88)
Net cash flow from / (used in) financing activities (C)	(3.00)	(0.88)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(20.73)	0.22
Cash and cash equivalents at the beginning of the year	21.90	21.68
Cash and cash equivalents at the end of the year	1.16	21.90

Uddhav Properties Ltd.

The accompanying notes (2 - 30) form an integral part of the financial statements.

In terms of our report of even date.

For K N Gutgutia & Company
CHARTERED ACCOUNTANTS
FRN 304153E

For and on behalf of the Board of Directors

(B.R.Goyal)
PARTNER
M.NO 12172

(G.S. Poddar)
Director
DIN No. 00917730

(Uddhav Poddar)
Managing Director
DIN No. 00886181

Place : NEW DELHI
Date : 29.06.2020

(Anupam Agr)
Company Secretary

ACS- M.No. 31556

UDDHAV PROPERTIES LIMITED

Notes to the financial statements for the year ended 31st March, 2020

Note No.1:- Company Overview, Basis of Preparation and Significant Accounting Policies

1.1 Company Overview

UDDHAV PROPERTIES Limited ("the company") is a Limited many domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It is primarily engaged in the business of Trading. The Company's registered office is at 19, Community Center, First Floor, East of Kailash, New Delhi-110065. The Company is listed on Metropolitan Stock Exchange of India (MSEI).

These financial statements were authorized for issuance by the board of directors of the company in their meeting held on June, 29th 2020.

1.2 Basis of Preparation of financial statements

(A) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(B) Basis of measurement

The financial statements are prepared on historical Cost basis except for certain financial assets and liabilities that are measured at fair value. The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for an accrual basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell assets or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

(C) Functional and Presentation Currency

These financial statements are presented in Indian Rupee (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (upto two decimals), except as stated otherwise.

(D) Use of Estimates

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

(E) Current and non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;

- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

1.3 Significant Accounting Policy

(A) Property Plant & Equipment

A.1 Initial recognition and measurement

An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful life, they are recognized separately. Items of spare parts, stand-by-equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-in-progress'.

A.2 Subsequent Costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of Property, Plant and Equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

A.3 De-recognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment, and are recognized in the statement of profit and loss.

A.4 Depreciation / amortization

Depreciation on Property, Plant and Equipment is provided on written down value method based on useful life of an asset as specified in part C of Schedule II of Companies Act, 2013.

Depreciation on additions to/deductions from Property, Plant and Equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

(B) Cash and Cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

(C) Financial Instruments

Initial recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are deducted from or added to the fair value of financial assets or financial liabilities, as appropriate, on initial recognition.

Subsequent measurement

Non derivative financial instruments

- (i) **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (ii) **Financial assets carried at fair value through other comprehensive income (FV)** measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- (iii) **Financial assets carried at fair value through profit or loss (FVTPL):** A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.
- (iv) **Investment in Subsidiaries**
Investment in subsidiaries is carried at deemed cost in the separate financial statements
- (v) **Financial liabilities:** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts are approximate to fair value due to the short maturity of these instruments.

(D) Impairment

(i) Financial assets

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through Profit or Loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

(ii) Non –Financial assets

Tangible and intangible assets

Property, Plant and Equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher

of the fair value less cost to sell and the value in use) is determined on an individual asset basis to determine the extent of the impairment loss (if any). An impairment loss is recognized in the statement of Profit or Loss. The Company review / assess at each reporting date if there is any indication that an asset may be impaired.

(E) Fair value measurement

The Company measures financial instruments, such as derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: In the principal market for the asset or liability, or in the absence of a principle market, in the most advantageous market for the asset or liability. The principal or the most advantageous market is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economics best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.:

Level 1 – Quoted prices in active markets.

Level 2 – Input other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 – Input that are not based on observable market data.

(F) Provisions, Contingent Liabilities and Contingent Assets

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably. No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

(G) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and it is probable that future economic benefits will flow to the entity. Amount of sales are net of goods and service tax, sale returns, trade allowances and rebates but inclusive of excise duty. Revenue from sale of product is recognized when the significant risks and rewards of ownership of the product have been transferred to the buyer, and the amount of revenue can be measured reliably.

Income in respect of renting immovable property/warehousing services and financial services etc are recognized in term of the respective agreements on accrual basis.

Dividend income is recognized when the right to receive the income is established.

Interest income is recognized, on time proportion basis taking amount involved and the rate of interest as agreed.

(H) Income Taxes

Income tax expenses for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognized directly in equity or in other comprehensive income.

a) Current Tax

Current tax expenses is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as reliance placed by the Company on the legal advices received by it.

b) Deferred Tax

Deferred tax charge or credit reflects the tax effects of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date and are written- down or written- up to reflect the amount that is reasonably certain (as the case may be) to be realized.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation law.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively. Deferred Tax includes Mat Credit Entitlement as per Ind-AS.

(I) Borrowing Cost

General and Specific Borrowings Cost that are directly attributable to the acquisition or construction or production of qualifying assets capitalized as part of the cost of such assets up to the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are charged as expenses in the year in which they are incurred.

(J) Earnings Per Share

Basic Earnings per Share is calculated by dividing the net profit of loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

(K) Recent Accounting pronouncements

INDAS 116:

On 30th March 2020, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces as single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expense are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

Uddhav Properties Ltd.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact of transitioning from old standard i.e. Ind AS 17 to new standard i.e. Ind AS 116 and the transition approach.

For K N Gutgutia & Company
CHARTERED ACCOUNTANTS
FRN 304153E

For and on behalf of the Board of Directors

(B.R.Goyal)
PARTNER
M.NO 12172

(G.S. Poddar)
Director
DIN 00917730

(Uddhav Poddar)
Managing Director
DIN 00886181

Place : NEW DELHI
Date : 29.06.2020

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

UDDHAV PROPERTIES LIMITED

CIN: L70101DL1982PLC014024
 REGD. OFFICE: 19, COMMUNITY CENTRE, FIRST FLOOR, EAST OF KAILSH, NEW DELHI-110065
 Phone: 011-41326013; Email ID: Uddhavproperties@gmail.com
 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

Name of the Member(s):		
Registered address:		
E-mail ID:	Folio No.	DP ID

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

Name	Email ID
Address	
Signature or failing him/her	

Name:	Email Id
Address	
Signature, or failing him	

Name:	Email Id
Address	
Signature, or failing him	

As my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on Thursday the 24th Day of September, 2020 at 11.00 am at 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions are indicated below

RESOLUTIONS

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, 2020		
2.	Re-appointment of Mr. Gauri Shankar Poddar as Director liable to retire by rotation		
3.	To Fix the remuneration of Statutory Auditors.		

* Applicable for investors holding shares in Electronic form.

SIGNED THIS ____ DAY OF ____ 2020

SIGNATURE OF SHAREHOLDER

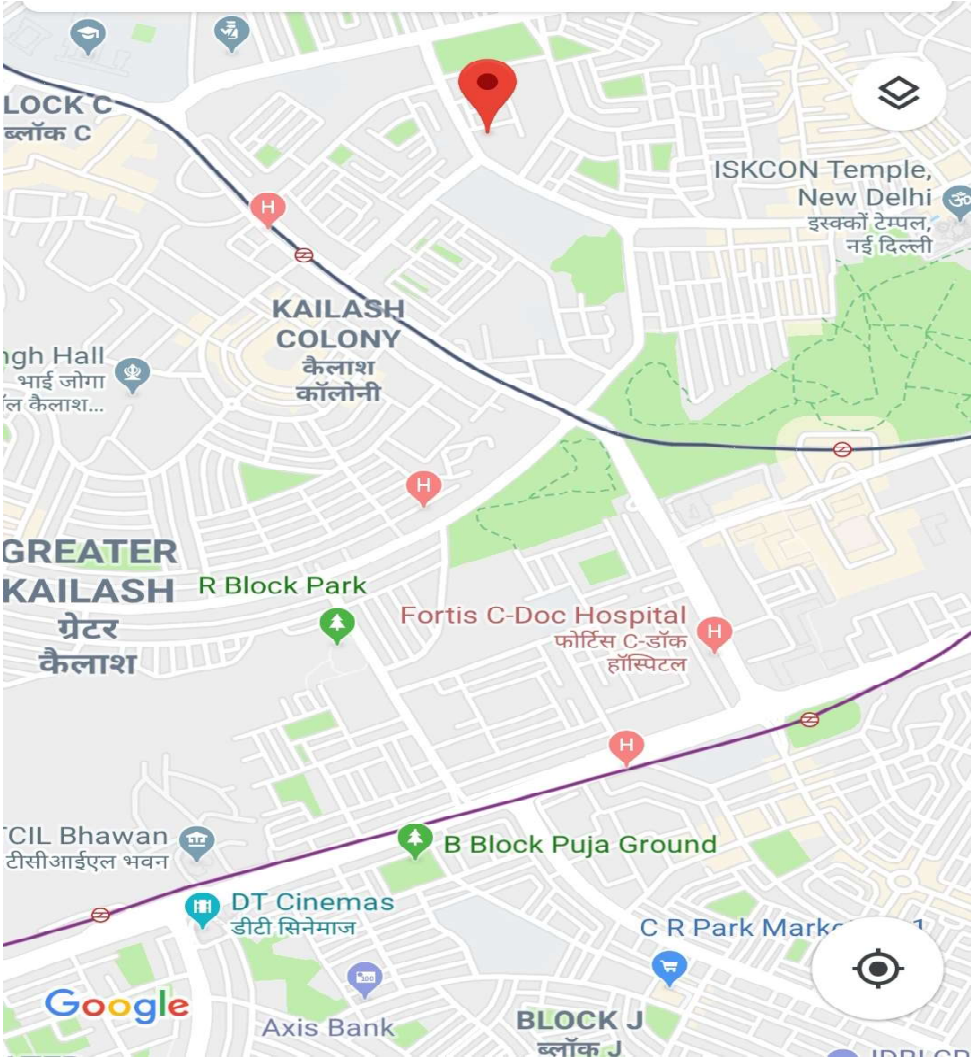
SIGNATURE OF PROXY HOLDER

Signature of
the share holder
across Revenue
Stamp

AFFIX REVENUE STAMP

NOTES:

- 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



UDDAV PROPERTIES LIMITED

CIN No. L7010DL1982PLC014024

Regd. Office : 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 Email id :
uddhavproperties@gmail.com, Phone No. (011) 41638121

ATTENDANCE SLIP

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

38th Annual General Meeting on 24th September, 2020

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 38th Annual General Meeting of the Uddhav Properties Ltd. , Address, : 19, Community Centre, First Floor, East of Kailash, New Delhi 110065 on Thursday, the 24th September, 2020 at 11.00 am.

(Member/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, 2020 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, 2020 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 None no. 16 of the Notice of the 38th Annual General Meeting of the Company before casting your vote through e-voting.

UDDAV PROPERTIES LIMITED

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

Email id : uddhavproperties@gmail.com, Phone No. (011) 41638121

CINNo.L7010DL1982PLV014024

Annual Report 2019-20

BOARD OF DIRECTORS

Shri G.S. Poddar

Director & CFO

Shri Uddhav Poddar

Managing Director

Ms. Alka Sabharwal

Independent Director

Shri Yogesh Gajwani

Independent Director

REGISTERED OFFICE

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

BANKERS

HDFC BANK LTD.

AXIS BANK LTD.

STATUTORY AUDITORS

K. N. Gutgutia & Co.,
11-K, Gopala Tower
25, Rajendra Place,
New Delhi 110008

INTERNAL AUDITOR

M.B.R & Co. LLP, 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, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Ph. No. : (011) 26812682-83
Email Id : admin@skylinerta.com

Uddhav Properties Ltd

CIN No. L7010DL1982PLC014024

ANNUAL REPORT 2019-2020

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Uddhav Properties Limited.

19, Community Centre, 1st Floor, East of Kailash,
New Delhi 110065

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