

DIRECTORS' REPORT

To
The Members of Experion Developers Private Limited

Your Directors are pleased in presenting the Twelfth Annual Report on your Company's business and operations, together with the Audited IND AS Financial Statement of Accounts (Standalone and Consolidated basis) and the Auditors' Report for the financial year ended 31st March, 2018.

1. OPERATIONS AND BUSINESS PERFORMANCE

There are five projects of the Company namely 'Windchants', 'The Heartsong', 'The Westerlies', 'Milestone Experion Center' and 'Experion Capital', in which 'The Heartsong' project is completed and other four projects are under development. While 'Windchants' and 'The Heartsong' are group housing projects located in Sector 112 and 108, Gurgaon spread over 24 and 15 acres of land respectively, 'The Westerlies' is a plotted township project spread over 100 acres located in Sector 108, Gurgaon and 'Milestone Experion Center' is a commercial/ office project developed at Sector 15, Gurgaon having built up area of 4.3 Lakh SFT. 'Experion Capital' is a group housing project with a commercial/retail space located in Lucknow, Gomti Nagar spread over 6.81 acres of land. Projects are progressing well and the development works are in advanced stages. At 'The Heartsong' Group Housing project, four pockets comprising fifteen residential towers and community building is completed and apartment units offered for possession. At 'Windchants' Group Housing project, five high rise residential towers, two duplex, fifteen villas and community building is completed and residential units offered for possession. At 'The Westerlies' township project, 90 out of 100 Acres development completed and plots are offered for possession.

2. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return as per Section 92 (3) of Companies Act, 2013 in Form MGT-9 is annexed under **Annexure 1**.

3. FINANCIAL RESULTS

For Standalone

Financial Results:	2017-18 (in crores)	2016-17 (in crores)
<i>Profit/(Loss) before depreciation and interest</i>	71.58	82.97
<i>Less : Depreciation</i>	1.48	1.63
<i>Less : Interest</i>	67.65	108.45
<i>Profit/ (Loss) before tax</i>	2.45	(27.11)
<i>Less : Provision for tax (including Deferred Tax)</i>	0.26	6.28
<i>Profit/ (Loss) after tax</i>	2.19	(20.83)
<i>Balance brought forward</i>	(37.17)	(16.34)
<i>Profit/ (Loss) carried over to Balance Sheet</i>	(34.98)	(37.17)

Your Company has registered a turnover and other income of Rs. 191.82Crores for the year 2017-18 and posted the profits after tax of 2.19Crores for the year 2017-18 as compared to the losses of Rs20.83Crores in previous year.

For Consolidated

Financial Results:	2017-18 (in crores)	2016-17 (in crores)
<i>Profit/(Loss) before depreciation and interest</i>	72.02	83.03
<i>Less : Depreciation</i>	1.48	1.63
<i>Less : Interest</i>	67.65	108.45
<i>Profit/ (Loss) before tax</i>	2.89	(27.05)
<i>Less : Provision for tax (including Deferred Tax)</i>	0.43	(6.26)
<i>Profit/ (Loss) after tax</i>	2.46	(20.79)
<i>Balance brought forward</i>	(37.47)	(16.67)
<i>Profit/ (Loss) carried over to Balance Sheet</i>	(35.01)	(37.46)

Further, the consolidated revenue from operations and other income of the Company for year ended March 31, 2017 stood at Rs. 194.81 Crores and has posted the consolidated profit after tax Rs 2.46 Crores.

4. SUBSIDIARIES AND ASSOCIATES

As on March 31, 2018, the Company is a wholly owned subsidiary of M/s Experion Holdings Pte. Ltd, Singapore and has four (4) subsidiary companies namely:-

- (i) Experion Nirman Private Limited,
- (ii) Experion Reality Private Limited,
- (iii) Experion Real Estate Developers Private Limited, and
- (iv) Mainage Facility Management Private Limited.

The Company does not have any Joint ventures and associates.

During the Year, the Board of Directors reviewed the affairs of the subsidiaries and thereby, the consolidated financial statements of the Company and its subsidiaries are prepared. Further, pursuant to first proviso to sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC-1 is appended as Annexure 2 to the Board's Report.

Further, highlights of performance of subsidiaries and their contribution to the overall performance of the Company during the period under review are as follows:

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (in lakhs)	As % of Consolidated profit or loss	Amount (in lakhs)	As % of Consolidated other comprehensive income	Amount (in lakhs)	As % of Consolidated total comprehensive income	Amount (in lakhs)
Parent								
Experion Developers Private Limited	99.54%	133,025.45	88.46 %	203.82	100.00%	15.29	89.17%	219.11
Wholly owned subsidiary								
Indian								

EXPERION DEVELOPERS PVT. LTD

Corporate Office: Plot No. 18, 2nd Floor, Institutional Area, Sector 32, Gurugram-122001 Haryana, Phone: 91-124 628 1630, Fax: 91-124 628 1681 CIN: U70109DL2006FTC151343

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Experion Nirman Private Limited	0.04%	59.22	- 0.03 %	(0.06)	0.00%	-	-0.02%	(0.06)
Experion Real Estate Developers Private Limited	0.35%	465.17	- 0.17 %	(0.40)	0.00%	-	-0.16%	(0.40)
Experion Reality Private Limited	0.03%	33.73	- 0.18 %	(0.41)	0.00%	-	-0.17%	(0.41)
Mainage Facility Management Private Limited	0.04%	59.76	11.92 %	27.47	0.00%	-	11.18%	27.47
Total	100%	133,643.33	100%	230.42	100%	15.29	100%	245.71

5. REMUNERATION/COMMISSION TO DIRECTOR(S) FROM HOLDING COMPANY OR SUBSIDIARY COMPANY PURSUANT TO SECTION 197 (14)

None of the directors are in receipt of any remuneration or commission from any holding company or subsidiary company of the Company.

6. DIVIDEND/RESERVES

As the Company has registered profits for the year under review, the Board has decided to strengthen its reserves and therefore not recommended any dividend for the year ended 31st March, 2018. Reserves and surpluses (other equity) of the Company stood at Rs 133401.55 Lakh as at March 31, 2018.

7. ISSUANCE OF EQUITY SHARES OR OTHER SECURITIES

During the year 2017-18, the Company has allotted 390714 Equity Shares with face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 5,271/- each (Rupees Five Thousand Two Hundred and Seventy One only) aggregating to Rs. 2,06,33,60,634/- (Rupees Two Hundred and Six Crore Thirty Three Lakh Sixty Thousand Six Hundred and Thirty Four Only/-) in more than one tranches on rights issue basis to existing Equity Shareholder i.e. Experion Holdings Pte. Ltd., Singapore. The Total Equity holding with Experion Holdings Pte. Ltd is now 2447542 Equity Shares.

The Company has not issued any ESOPs during the year under review

8. PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year 2017-18.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Company has not entered into any contracts or arrangement with related party under section 188 of Companies Act, 2013. Further, Suitable disclosure, as required under Indian Accounting Standard (Ind AS-24) has been made in the Notes to the Financial Statements. None of the Directors have any pecuniary relationship of transaction vis-à-vis the company except remuneration drawn by Mr. Rakesh Kaul, Managing Director and Mr. B K Malagi, Whole Time Director and other disclosures made in the Financial Statement.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

The Company has not given any loans or guarantees or made investments covered under the provisions of Section 186 of the Companies Act, 2013.

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE;

There were no orders passed by the regulators or courts or tribunals which will impact the going concern status and company's operations in future;

13. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Your Company believes in providing a safe and harassment free workplace for every individual working in premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Your Company has constituted committee to be known as the Internal Complaints Committee in pursuance of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the course of the financial year, no complaint was lodged with the Committee.

14. MEETINGS OF THE BOARD OF DIRECTORS AND SHAREHOLDERS

During the current financial year, the Board of Directors of the Company duly met 14 (Fourteen) times on the dates as mentioned below. Due notices were given and the proceedings were properly recorded and got signed as required by the Articles of Association of the Company and the provisions of the Companies Act, 2013.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	28.04.2017	5	4	80
2	03.05.2017	5	4	80
3	19.06.2017	5	5	100
4	29.06.2017	5	4	80
5	05.07.2017	5	4	80
6	03.08.2017	5	4	80
7	25.09.2017	5	4	80
8	20.10.2017	5	5	100
9	30.11.2017	5	4	80
10	05.01.2018	5	2	40
11	20.01.2018	5	3	60
12	01.02.2018	5	4	80
13	15.02.2018	5	4	80
14	09.03.2018	5	2	40

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No Extra Ordinary General Meeting was held during the financial year under review.

Further, the Annual General Meeting for the financial year 2016-17 was held on 29.09.2017

15. DIRECTORS/KEY MANAGERIAL PERSONNEL

The Board of Directors is duly constituted with Mr. Arvind Tikoo, Mr. Hemant Tikoo, Mr. Rakesh Kaul, Mr. B K Malagi and Mr. Sanjay Bakliwal as Directors of the Company. Mr. Hemant Tikoo is the Chairman of the Company and is designated as Whole time Director of the Company w.e.f. 01st May, 2018. Mr. Rakesh Kaul is handling the position of the Managing Director of the Company. Mr. B K Malagi is Whole Time Director of the Company heading the Projects function of the Company.

Further, The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In preparation of the Annual Accounts for the financial year ended 31st March 2018, the applicable Accounting Standards read with requirements set out under Schedule III of the Companies Act, 2013 have been followed along with proper explanation to material departures;
2. The Directors have 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 or loss of the Company, for that period.
3. The Directors have 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.
4. The Directors have prepared the Annual Accounts on a "going concern" basis.

5. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. AUDITORS AND AUDITOR'S REPORT

a) Statutory Auditors

M/s S R Batliboi & Co. LLP, Chartered Accountants, Gurgaon bearing firm registration no. 301003E, Statutory Auditors of the Company will hold office till the conclusion of the ensuing Annual General meeting of the Company.

The Company has received confirmation from M/s S R Batliboi & Co. LLP, Chartered Accountants, Gurgaon bearing firm registration no. 301003E, Statutory Auditors to the effect that their proposed appointment, if made would be within the limits prescribed under Section 139 of the Companies Act, 2013 and they are not disqualified for re-appointment

Your directors recommend their re-appointment as Statutory Auditors of the Company for a period of five years starting from the conclusion of Annual General Meeting to be held for financial year 2017-18 till the conclusion of the Annual General Meeting to be held for financial year 2022-23.

The Notes on financial statements referred to in Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remarks or disclaimer.

The Auditors of the Company have not reported any fraud under Section 143(12) of the Companies Act 2013.

b) Internal Auditor

M/s Jha Yadav & Co., Chartered Accountants (FRN: 327725E) New Delhi have been appointed as Internal Auditors of the Company for the financial year 2018-19.

The Company has stringent internal audit procedures, with the audit being conducted internally by the Internal Auditors.

c) Cost Auditor

In terms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and amendments thereof, the Company has maintained cost records in its books of accounts for the financial year 2017-18 in respect of products.

Also M/s. Chandra Wadhwa & Co., Cost Auditors, (FRN 000239) have been appointed as Cost Auditor of the Company to conduct audit of cost accounting records maintained by the Company, for product(s)/services covered under Companies Act, 2013, for the year ending on 31st March, 2019.

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(b) of the Companies (Audit and Auditors) Rules, 2014 ("the Act") remuneration to be paid to M/s Chandra Wadhwa & Co. is proposed to be ratified by the members of the Company.

18. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company continues to take new initiatives to further align its Human Resource (HR) policies to meet the growing needs of its business. People development continues to be a key focus area of the Company. The industrial relations remained cordial and peaceful throughout the year.

19. DISCLOSURES

a) Corporate Social responsibility

The Board has laid out the Company's Policy on Corporate Social Responsibility (CSR) and the CSR Committee is duly constituted with Mr. Rakesh Kaul, Mr. Hemant Tikoo Mr. B K Malagi and Mr. Sanjay Bakliwal as the members of the committee whereby Mr. Rakesh Kaul is the Chairman of the Committee.

During the year under review, 2 (two) meetings of the CSR Committee were held on January 03, 2018 and March 31, 2018 the attendance for the same is as under and requisite quorum was present in all the meetings:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	03.01.2018	4	2	50
2	31.03.2018	4	3	75

The CSR activities of the Company are carried out through CSR Committee. The Financial data pertaining to the Company's CSR activities for fiscal 2018 is presented in the prescribed format in Annexure-3 of the Board's Report as the Annual Report on the CSR Activities.

b) Vigil Mechanism

The Board of Directors of the Company has established a Vigil Mechanism and adopted a Vigil Mechanism Policy, which provides a formal mechanism for all Directors and employees of the Company to allow them to report any instance of unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or any genuine concern or grievance. As an external stakeholder too, one may report unethical practices under this policy. The Vigil Mechanism Policy was posted on the website of the Company.

c) Risk Management Policy

The Board of Directors of the Company has established a framework to address the risk faced by the organization and adopted a Risk Management Policy which provides a formal mechanism to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In the opinion of the Board there are no elements of risk which may threaten the existence of the Company.

Internal Financial Controls and their adequacy

The Company has a proper and robust system of internal controls geared towards achieving efficiency of business operations, safeguarding the Company's assets and ensuring optimum utilization of resources. Such controls also ensure accuracy and promptness of financial reporting and compliance with statutory regulations. The Company has stringent internal audit procedures, with the audit being conducted internally by its own team.

d) Conservation of Energy

1) Steps taken or Impact on conservation of energy

- Use of Sandwiched Wall in Windchants Project for better thermal conductivity ('U' value & 'R' value)
- Use of Gypsum Plaster in Windchants & The Heartsong Projects
- Use of 5 star rated air conditioners in Windchants & The Heartsong
- Milestone Experion Center' is USGBC LEED PLATINUM rated pre – certified.

- Milestone Experion Center' is GRIHA Five star provisionally certified building
 - o High COP chillers
 - o DG is as per BEE standards
 - o Transformer as per BEE standards
 - o Low VOC paints being used
 - o Automated street light
 - o Building envelope in 'Milestone Experion Center' is designed with best thermal conductivity (SHGC, U Value & R Value)
 - o Intelligent lighting
 - o Smart metering
 - o IE2/BEE certified pumps and motors
 - o VFDs installed at AHUs, Cooling towers and hydro pneumatic pumps

2) Steps taken by the Company for utilizing alternate sources of energy

40KW Use of Solar Power in Windchants & The Heartsong Projects. On-site 131 KWP solar power plant installed for common area power and lights in 'Milestone Experion Center'. Off-site solar energy for full load of 2.5 MW power with GENSOL Engineering Private Limited has been signed off for 'Milestone Experion Center'

3) Capital investment on energy conservation equipment. Milestone Experion

Centre all High side equipment's are energy conservation equipment and as per BEE/IE2 which are procured during this Financial Year.

3. Technology Absorption

The Company has not imported any technology and hence no technology absorption is required to be made by the Company.

f) Foreign Exchange Earnings and outgo

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2018 is as follows:

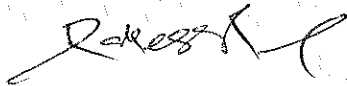
Particulars	31 st March, 2018	31 st March, 2017
Foreign Exchange Earnings	--	--
Foreign Exchange Outgo	3.28 crores	38.77 crores

20. ACKNOWLEDGEMENTS:

Your Directors thank the Bankers, Government agencies, suppliers, customers and all others for their wholehearted support during the year and look forward to their continued support in the years ahead.

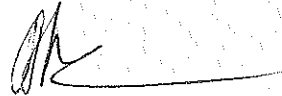
Your Directors appreciate and acknowledge the professionalism displayed and the contributions made by the employee.

**For and on behalf of the Board of Directors of
Experion Developers Private Limited**



**Rakesh Kaul
Managing Director
DIN-00023017**

Address: D-902, N.P.S.C. Society,
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**B K Malagi
Whole Time Director
DIN: 06572992**

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Bangalore, Karnataka - 560058

Place : Gurugram

Date : October 26, 2018