

## NOTICE

**NOTICE** is hereby given that the **Twelfth Annual General Meeting** of the members of Experion Developers Private Limited will be held on **Tuesday, 30<sup>th</sup> October, 2018** at **F- 9, First Floor, Manish Plaza 1, Plot No. 7, MLU, Sector 10, Dwarka, New Delhi - 110075** at **1.30P.M.** to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt both on standalone as well as consolidated basis the Audited Balance Sheet of the Company, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2018 along with explanatory notes annexed thereto together with the Reports of the Directors' and Auditors' thereon.
2. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, M/s S R Batliboi & Co. LLP, Chartered Accountants, Gurgaon bearing firm registration no. 301003E, be and is hereby appointed as statutory auditors of the Company for the five financial years starting from the conclusion of Annual General Meeting held for financial year 2017-18 till the conclusion of the Annual General Meeting to be held for financial year 2022-23 on such remuneration as may be fixed by the Board of Directors."

### SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to 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") and approval by the Board of Directors at their meeting dated 21<sup>st</sup> September, 2018 the consent of the Company be and is hereby accorded for ratification of the remuneration of Rs 1,30,000/- to Chandra Wadhwa & Co., Cost

Accountants as the Cost Auditors of the Company for the financial year 2018-19 for conducting the audit of the cost accounting records of the Company."

By order of the Board  
For Experion Developers Private Limited

Place: Gurugram  
Date: 26/10/2018



**Rakesh Kaul**  
Managing Director  
DIN: 00023017

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and that the proxy need not be a member of the company. The proxies to be effective should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form alongwith attendance slip is attached. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members, Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 88, 170 and 189 of the Companies Act, 2013, respectively will be available for inspection by the Members at the AGM.
3. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting and at the venue of the Annual General Meeting on the date of Annual General Meeting.
4. Copies of Directors' report and Auditors' report, Statement of Profit and Loss and Balance Sheet of the Company are enclosed
5. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting as required under Section 113 of the Companies Act, 2013.
6. Pursuant to Section 96 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder the Company by passing the Board Resolution dated 23<sup>rd</sup> August, 2018 applied before the Registrar of Companies, NCT of Delhi & Haryana ("ROC") for extension of time to hold the Annual General Meeting ("AGM") of the shareholders of the Company. The ROC vide its order dated 15.09.2018 has extended the time by 1 month (One month) within which the Company shall hold the AGM of the shareholders of the Company for Financial year ended 31.03.2018. Therefore, the Board has decided to hold the 12<sup>th</sup> AGM on 30/10/2018.

## 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 31<sup>st</sup> 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

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

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

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

Further, the consolidated revenue from operations and other income of the Company for year ended March 31, 2017stood 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)
<b>Parent</b>								
Experion Developers Private Limited	99.54%	133,025.45	88.46 %	203.82	100.00%	15.29	89.17%	219.11
<b>Wholly owned subsidiary</b>								
<b>Indian</b>								

#### 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

Registered Office : F-9, First Floor, Manish Plaza-I, Plot No. 7, MLU, Sector 10, Dwarka, New Delhi - 110 075

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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
<b>Total</b>	<b>100%</b>	<b>133,643.33</b>	<b>100%</b>	<b>230.42</b>	<b>100%</b>	<b>15.29</b>	<b>100%</b>	<b>245.71</b>

**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 31<sup>st</sup> 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

**EXPERION DEVELOPERS PVT. LTD**

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[www.experion.co](http://www.experion.co)

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. 01<sup>st</sup> 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 31<sup>st</sup> 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
  - High COP chillers
  - DG is as per BEE standards
  - Transformer as per BEE standards
  - Low VOC paints being used
  - Automated street light
  - Building envelope in 'Milestone Experion Center' is designed with best thermal conductivity (SHGC, U Value & R Value)
  - Intelligent lighting
  - Smart metering
  - IE2/BEE certified pumps and motors
  - 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 31<sup>st</sup> March, 2018 is as follows:

Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> 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,  
Plot No. 5, Sector-2, Dwarka  
Delhi, 110075



**B K Malagi**  
**Whole Time Director**  
**DIN: 06572992**

Address: 6D, Polaris Tower, Aquila Heights,  
HMT Factory, Main Road  
Bangalore, Karnataka - 560058

**Place : Gurugram**

**Date : October 26, 2018**



Form No. MGT-9  
EXTRACTS OF ANNUAL RETURN  
As on the financial year ended on **31/03/2018**  
[Pursuant to Section 92(3) of the Companies Act, 2013  
And  
Rule 12(1) of the Companies (Management. and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1)	CIN:	U70109DL2006FTC151343
2)	Registration Date [DDMMYY]	27/07/2006
3)	Name of the Company	Experion Developers Private Limited
4)	Category/ Sub Category of the Company	Private Company/ Limited by Shares
5)	Address of the Registered Office and contact details	F- 9, First Floor, Manish Plaza 1, Plot No. 7, MLU, Sector 10, Dwarka, New Delhi-110075 Telephone: +91 124 442 2630 Fax: +91 124 442 2659
6)	Whether listed company (Yes/NO)	No
7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

**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	Construction and Development of Residential/Commercial Premises	41001 of 4100 of 410 (NIC code 2008)	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
1	EXPERION HOLDINGS PTE LTD (Incorporated in Singapore, Address:- #16-04/05, Samsung Hub, 3 Church Street, Singapore 049483)	N.A	HOLDING	100	2(46)
2	EXPERION REALITY PRIVATE LIMITED, F- 9, First Floor, Manish Plaza 1, Plot No. 7, MLU, Sector 10, Dwarka, New Delhi-110075	U45400DL2007PTC162002	SUBSIDIARY	100	2(87)





C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	<b>2056828</b>	<b>2056828</b>	<b>100</b>	<b>0</b>	<b>2447542</b>	<b>2447542</b>	<b>100</b>	<b>0</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	EXPERION HOLDINGS PTE LTD*	2056828	100	NIL	2447542	100	NIL	0

*\*One Share is held by Mr. Suneet Puri on behalf of M/s Experion Holdings Pte Limited, Singapore.*

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

SN		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	2056828	100	2056828	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	390714*	51.63	2447542	100
	At the end of the year	2447542	100	2447542	100

\*

S.No.	Date of Allotment	Type of Allotment	No. of Shares
1.	May 03, 2017	Rights Issue	60,703
2.	June 29, 2017	Rights Issue	122,115
3.	July 05, 2017	Rights Issue	183,657
4.	August 03, 2017	Rights Issue	24,239
<b>Total</b>			<b>390,714</b>

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

S N	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				
	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 (or on the date of separation, if separated during the year)				

**E) Shareholding of Directors and Key Managerial Personnel: NIL**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

**F) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment -

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,524,829,254	4,075,994,200		5,600,823,454
ii) Interest due but not paid	14,350,672	-		14,350,672
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>1,539,179,926</b>	<b>4,075,994,200</b>		<b>5,615,174,126</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	450,000,001		450,000,001
* Reduction	1,539,179,926	-		1,539,179,926
<b>Net Change</b>	<b>1,539,179,926</b>	<b>450,000,001</b>		<b>1,989,179,927</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	4,525,994,201		4,525,994,201
ii) Interest due but not paid	-	524,906,314		524,906,314
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>		<b>5,050,900,515</b>		<b>5,050,900,515</b>

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

SN	Particulars of Remuneration	Name of MD/WTM/ Manager				Total Amount
		Rakesh Kaul (Managing Director)	B.K. Malagi (Wholetime Director)	----	----	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,307,101	19,462,915			33,770,016
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil			

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil			
2	Stock Option	Nil	Nil			
3	Sweat Equity					
4	Commission - as % of profit - others, specify...	Nil	Nil			
5	Others, please	Nil	Nil			
	Total (A)	14,307,101	19,462,915			33,770,016
	Ceiling as per the Act	NA	NA			

**B. Remuneration to other directors : NIL**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	Independent Directors					
	Fee for attending board/committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board/committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD-  
Not Applicable**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				



3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				


**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: *There were no penalties /punishment/ compounding of offences for the year ending March 31, 2018***

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**For and on behalf of M/s Experion Developers Private Limited**



**Rakesh Kaul**  
Managing Director  
DIN-00023017  
Address: D-902, N.P.S.C. Society,  
Plot No. 5, Sector-2, Dwarka  
Delhi, 110075



**B K Malagi**  
Whole Time Director  
DIN: 06572992  
Address: 6D, Polaris Tower, Aquila Heights,  
HMT Factory, Main Road  
Bangalore, Karnataka - 560058

**Place : Gurugram**  
**Date : October 26, 2018**

Statement containing the salient features of the financial statements of subsidiaries/associates companies/joint ventures

Form AOC-1

[Pursuant to Part A of section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part A: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S.No	Name of the subsidiary	The Date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the Holding company's reporting period	Reporting Currency and Exchange Rate as on the last date of the relevant financial year, in the case of foreign subsidiaries.	Share Capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend	Extent of shareholding (in percentage)
1	Experion Nirman Private Limited	10.01.2008	Not Applicable	Not Applicable	500000	-328723	6010000	5838733	0	0	-6023	0	-6023	0	100
2	Experion Real estate Developers Private Limited	10.01.2008	Not Applicable	Not Applicable	500000	2237787	46547453	43809666	0	0	-39743	0	-39743	0	100
3	Experion Realty Private Limited	10.01.2008	Not Applicable	Not Applicable	100000	3204443	3402673	98230	0	0	-39610	905	-40515	0	100
4	Manage Facility Management Private Limited	13.01.2016	Not Applicable	Not Applicable	500000	3207205	97538783	93831498	0	0	3791995	1044790	2747205	0	100

Notes: The following information shall be furnished at the end of the statement.

1. Name of subsidiaries which are yet to commence operations- NA
2. Names of subsidiaries which have been liquidated or sold during the year-NA

[Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate companies and Joint Ventures]									
Part B: Associates and Joint Ventures									
S.No	Name of the Associates or Joint Ventures	Latest audited balance sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Share of Associate or Joint Ventures held by the company on the year end	Description of how there is significant Influence	Reason why the associate/joint venture is not consolidated	Network attributable to shareholding as per latest audited Balance Sheet	Profit / Loss for the year	
				No.	Amount of investment in associates or joint ventures	Extent of Holdings (in Percentage)		I. Considered in Consolidation	II. Not Considered in Consolidation
	NIL								

1. Names of associates or joint ventures which are yet to commence operations- NA
2. Names of associates or joint ventures which have been liquidated or sold during the year- NA

For Experion Developers Private Limited



Rakash Kaul  
Managing Director  
DIN - 06572992

Place : GURUGRAM  
Dated : 28.10.2018

**ANNUAL REPORT ON CSR ACTIVITIES****I. Brief Outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Since Company is having a net worth of more than Rs. 500 crores, the Company had constituted a Corporate Social Responsibility (CSR) Committee of the Board on 15th April, 2014, to consider and approve the matters related to the Corporate Social Responsibility in accordance with the Act and Rules. For more details related to our CSR Policy visit at <https://docs.google.com/viewer?url=http://www.experion.co/CSR-Policy.pdf>.

**II. The Composition of the CSR Committee**

Our CSR committee comprises of our members:

Mr. Rakesh Kaul	- Chairman
Mr. Sanjay Bakliwal	- Member
Mr. B K Malagi	- Member
Mr. Hemant Tikoo	-Member

**III. Financial Details related to CSR**

S.No	Particulars	Amount	Remarks
1)	Average Net Profit of the Company for last three Financial Years	374,940,090	
2)	Prescribed CSR Expenditure  2% of the Average Net Profit for the immediately preceding three financial years	7,498,802	
Details of CSR Spent during the financial year:-			
a)	Total amount spent for the financial year	40,68,690	
b)	Amount unspent, if any (with reasons if within the limits of 2 % of Average NP of last 3 financial year	3,430,112 (The Company has been looking for opportunities for making effective CSR contributions. The Company took GOONJ project and made maximum contribution that was required during the year. The Company affirms its commitment to make the balance contribution in the next financial year)	

c) Manner in which the amount spent during the financial year is details below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads:- (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency*
1	Schedule VII(iii) read with Section 135	Setting up homes and hostels for women and orphans	Other area: Bangalore	Rs, 2,00,00,000	Rs 40,68,690	Rs. 40,68,690	through implementing agency (GOONJ)

\*give details of implementing agency.

**IV. In case the Company has failed to spend the 2 % of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its board report:-** The Company has been looking for opportunities for making effective CSR contributions. The Company took GOONJ project and made maximum contribution that was required during the year. The Company affirms its commitment to make the balance contribution in the next financial year

**V A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:-**We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

For Experion Developers Private Limited



**Rakesh Kaul**


Managing Director

DIN-00023017

Address:D-902, N.P.S.C. Society,  
Plot No. 5, Sector-2, Dwarka  
Delhi, 110075

Place : Gurugram

Date : October 26, 2018



**B K Malagi**

Whole Time Director

DIN: 06572992

Address:6D, Polaris Tower, Aquila Heights,  
HMT Factory, Main Road  
Bangalore, Karnataka - 560058