

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

August 27, 2019

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Kala Ghoda, Fort,  
Mumbai, 400001

**Sub: Intimation for e-voting period, Book Closure, AGM date of the Company and submission of Annual Report for the financial year 2018-19**

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that:

- (1) The 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 24, 2019 at 12:00 noon at 8<sup>th</sup> floor Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011. A copy of the integrated annual report for the financial year 2018-19 including notice of the 25<sup>th</sup> AGM is enclosed herewith.
- (2) Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both the days inclusive) for the purpose of Annual General Meeting. Intimation of the Book Closure is enclosed herewith for your information and record.
- (3) The e-voting period begins on Friday, September 20, 2019 (9:00 A.M.) and ends on Monday, September 23, 2019 (5:00 P.M.). During this period, shareholders of the Company, holding shares, as on the cut-off date i.e Tuesday, September 17, 2019, may cast their vote electronically.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 25<sup>th</sup> AGM. A copy of the e-voting instructions slip (Form) is also enclosed.

You are requested kindly to take the same on record and inform your members accordingly.

Thanking you,

Yours faithfully,  
For Roselabs Finance Limited

  
Abhijeet Shinde  
Company Secretary  
Membership No.: A33077



Encl.: as above.

# **ROSELABS FINANCE LIMITED**

## **25<sup>th</sup> ANNUAL REPORT FINANCIAL YEAR 2018-19**

IN VIEW OF GREEN INITIATIVES INITIATED BY THE GOVT. OF INDIA, MINISTRY OF CORPORATE AFFAIRS, WE REQUEST YOU TO REGISTER YOUR EMAIL ID WITH THE REGISTRAR AND SHARE TRANSFER AGENT, IF YOU ARE HOLDING SHARES IN PHYSICAL MODE AND WITH YOUR DEPOSITORY PARTICIPANT, IF YOU ARE HOLDING SHARES IN DEMATERIALISED FORM.

SEBI HAS MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALISED FORM W.E.F. APRIL 1, 2019. ACCORDINGLY THE COMPANY / ITS RTA HAS STOPPED ACCEPTING ANY FRESH LODGEMENT OF TRANSFER OF SHARES IN PHYSICAL FORM. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE ADVISED TO AVAIL OF THE FACILITY OF DEMATERIALISATION.

# ROSELABS FINANCE LIMITED

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Ms. Sanjyot Rangnekar	Chairperson-Non Executive Director
Mr. Nilesh Rawat	Managing Director
Mr. Prakash Vaghela	Independent Director
Mr. Mayank Padiya	Independent Director

### KEY MANAGERIAL PERSONNEL

Mr. Mayank Jain	Chief Financial Officer
Mr. Abhijeet Shinde	Company Secretary & Compliance officer

### STATUTORY AUDITORS

MSKA & Associates, Chartered Accountants (F.K.A. MZSK & Associates)

### REGISTERED OFFICE

412, 17G Vardhaman Chamber,  
Cawasji Patel Road,  
Horniman Circle, Fort, Mumbai-400 001  
Tel.: +91-22-61334400 Fax: +91 -22-23024550  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)

### CORPORATE OFFICE

Lodha Excelus, 10th floor,  
Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011  
Tel.: +91-22-61959674 Fax: +91-22-2302 4420

### REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited  
C 101, 247 Park, LBS Road, Surya Nagar,  
Gandhi Nagar, Vikhroli West,  
Mumbai - 400083  
Tel: 91-22-49186000  
Fax: 91-22-49186060  
Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

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## NOTICE

**Notice** is hereby given that the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of Roselabs Finance Limited will be held on Tuesday, September 24, 2019 at 12.00 noon at 8<sup>th</sup> floor Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011 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 March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Nilesh Rawat (DIN: 06705140), who retires by rotation and being eligible, offers himself for re-appointment.

### NOTES:

- 1) The relevant details of the Director seeking re-appointment under Item Nos. 2 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.

- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent 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 proxy for any other person or shareholder.

- 3) A proxy form is annexed to this notice of the Meeting. The holder of the proxy shall prove his identity at the time of attending the Meeting.
- 4) Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 5) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representatives authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.

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- 7) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report at the Meeting.
- 8) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 10) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer agent, Link Intime India Private Limited, C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, Tel No: 022-25963838 Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 12) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office / Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
- 14) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered. In view of the above, the Company hereby requests members who have not updated their email IDs to update the same with their respective Depository Participant(s) or Link Intime India Private Limited, Registrar and Transfer Agent (R&T Agent) of the Company. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Company quoting their folio number(s).
- 15) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agents, Link Intime India Private Limited (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R&T of the Company.
- 16) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

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- 17) Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 18) Members desiring any information relating to the financial statements are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- 19) Members holding shares of the Company as on Tuesday, September 17, 2019 (cut-off date), shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 20) The Company is providing facility for voting by electronic means (E-voting) through an electronic voting system which will include remote E-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to such e-voting are provided in the E-voting Instructions Letter (annexed separately) which forms part of the Notice.

**By Order of the Board of Directors  
Roselabs Finance Limited**

**Abhijeet Shinde  
Company Secretary  
Membership No.: A33077**

**Registered Office**

412, Floor- 4, 17G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)

**Place: Mumbai**

**Date: August 8, 2019**

## ROSELABS FINANCE LIMITED

### Annexure 1

#### DISCLOSURE RELATING TO DIRECTORS PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS

<b>Name of the Director</b>	Mr. Nilesh Rawat (DIN: 06705140)
<b>Date of Birth</b>	November 16, 1983
<b>Qualification</b>	Member of the Institute of the Chartered Accountants of India
<b>Experience</b>	He has been associated with Lodha Group since past more than 12 years. He has more than 12 years of diverse experience in the field of accounts and finance
<b>Terms &amp; Conditions of appointment</b>	Mr. Rawat has been appointed as Managing Director for a period of five years effective May 30, 2017.
<b>Remuneration last drawn &amp; Sought to be paid</b>	N.A.
<b>Date of Appointment on the Board</b>	May 30, 2017
<b>Directorships held in other companies as on March 31, 2019</b>	1. Bellissimo Properties Development Private Limited 2. Lodha Foundation 3. Dalhousie Leasing and Finance Private Limited
<b>Memberships of committees across companies (includes only Audit &amp; Stakeholders Relationship Committee) as on March 31, 2019</b>	Nil
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Relationship with other Directors/ Manager/Key Managerial Personnel</b>	None
<b>Number of Board meetings attended during the year 2018-19</b>	4 (Four)

#### E-voting

- (i) 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 amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).The details of the process and manner of e-voting along with the user ID and Password are being sent to all the Members along with the Notice.
- (ii) The facility for voting through ballot paper shall be made available at the AGM premises and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on Friday, September 20, 2019 (9:00 am) and ends on Monday, September 23, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 17, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- (vi) The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, September 17, 2019 .
- (vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, September 17, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting than you can use your existing user ID and password for casting your vote.
- (viii) A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid.
- (ix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (x) The Company has appointed Mr. Shravan Gupta, Practising Company Secretary, as scrutinizer for conducting the remote e-voting process and also for conducting voting process by means of Ballot Paper at the AGM in a fair and transparent manner.
- (xi) The Chairman shall, at the Annual General Meeting, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xii) The scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting through ballot paper and the scrutinizer will thereafter unblock the votes cast through remote e-voting, in the presence of atleast two witnesses not in the employment of the Company and not later than three days of the conclusion of the AGM, scrutinizer will submit its report on the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- (xiii) The Results declared along with the report of the Scrutinizers shall be placed on the website of the Company [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in) and on the website of the NSDL immediately after the declaration of result by the Chairman/Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange (BSE Limited).



# ROSELABS FINANCE LIMITED

## DIRECTORS' REPORT

Dear Members,

The Directors are pleased to present the 25th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2019.

### FINANCIAL HIGHLIGHTS

(Rs. in lakhs)

Particulars	2018-19	2017-18
Revenue from operations	-	303.05
Other income	1.64	78.50
<b>Total Income</b>	<b>1.64</b>	<b>381.55</b>
Finance costs	15.20	165.33
<b>Total Expenditure</b>	<b>43.29</b>	<b>447.23</b>
Loss before tax	(41.65)	(65.68)
Tax Expenses	2.77	22.50
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>(38.88)</b>	<b>(43.18)</b>

### REVIEW OF PERFORMANCE AND FUTURE OUTLOOK

The Company had applied to Reserve Bank of India for voluntary deregistration of the Company's Certificate of Registration as a Non-Banking Financial Institution (as granted by RBI under section 45-IA of the RBI Act 1934 in July 2017. This was approved by RBI vide order dated July 18, 2018. Pursuant to the cancellation of the Certificate of Registration, the Company is not permitted to pursue any NBFC activity. It is therefore proposed to pursue alternate business lines in the real estate development sector.

### DIVIDEND AND RESERVES

The Board does not recommend any dividend for the financial year under review in view of the losses sustained during the year. No amount is proposed to be transferred to reserves during the year.

### ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for financial year 2018-19 is given in **Annexure I** in Form MGT-9, which is a part of this report.

### CHANGES IN SHARE CAPITAL

There was no change in the authorized and paid-up share capital of the Company during financial year 2018-19.

### MAJOR EVENTS DURING THE YEAR

- The Registered office of the Company has been shifted from the State of Gujarat to the State of Maharashtra on November 26, 2018.
- Pursuant to approvals granted by the shareholders at the previous Annual General Meeting, the company has changed its object clause to real estate development.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Mayank Padiya was appointed as Additional Director in the category of independent director for a term of five years subject to approval of members with effect from May 21, 2018. His appointment was approved by the shareholders at the previous Annual General meeting.

Mr. Santosh Kumar Ojha resigned as Director w.e.f. April 3, 2018.

Mr. Mayank Jain was appointed as Chief Financial Officer w.e.f. August 8, 2019. Mr. Manoj Vaishya and Ms Purnima Pavle resigned as Chief Financial Officers on May 8, 2019 and June 10, 2019 respectively.

Mr. Abhijeet Shinde was appointed as Company Secretary and Compliance Officer w.e.f. November 1, 2018. Mr. Mahesh Bhatt and Ms Uma Hiremath resigned as Company Secretaries on May 21, 2018 and November 1, 2018 respectively.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on the date of this report:

- Mr. Nilesh Rawat, Managing Director
- Mr. Mayank Jain, Chief Financial Officer
- Mr. Abhijeet Shinde, Company Secretary & Compliance Officer

The Company has received declarations under section 149 of the Act from all independent directors confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.

None of the Non-Executive Directors had any pecuniary relationship or transaction with the Company which could potentially conflict with the interests of the Company at large.

### **BOARD AND BOARD COMMITTEES**

#### **Board Meetings**

Four Board meetings were held during the year; on May 21, 2018, August 8, 2018, November 1, 2018 and January 24, 2019. The gap between two meetings did not exceed 120 days. All directors attended all meetings held during the year.

#### **Independent Directors' Meeting**

In compliance with Schedule IV to the Act (Code for Independent Directors) and the Listing Regulations, the Independent Directors of the Company met separately during the financial year 2018-19.

#### **Board Committees**

The Board has constituted three committees as on March 31, 2019.

#### **Audit Committee**

As on March 31, 2019, the Audit Committee comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms Sanjyot Rangnekar. All Members of the Committee have relevant experience in financial matters. Senior executives are invited to participate in the meetings of the Committee as and when necessary. The Managing Director and Chief Financial Officer are permanent invitees to the meetings and the Company Secretary acts as Secretary to the Committee. The terms of reference of the Audit Committee are in line with the provisions of Section 177 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Audit Committee met four times during the year; on May 21, 2018, August 8, 2018, November 1, 2018 and January 24, 2019. All directors attended all meetings which they were eligible to attend during the year.

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### Nomination & Remuneration Committee

As on March 31, 2019, the Nomination & Remuneration Committee comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms Sanjyot Rangnekar. The terms of reference of the Committee are in line with the provisions of Section 178 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Committee met twice during the year; on May 21, 2018 and November 1, 2018. All directors attended all meetings which they were eligible to attend during the year.

### Stakeholders' Relationship Committee

As on March 31, 2019, the Stakeholders' Relationship Committee comprised Ms. Sanjyot Rangnekar, Chairperson and Mr. Mayank Padiya and Mr. Prakash Vaghela, both independent directors. The Committee met four times during the year; on May 21, 2018, August 8, 2018, November 1, 2018 and January 24, 2019. All directors attended all meetings which they were eligible to attend during the year.

### BOARD EVALUATION

The Board carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the SEBI Listing regulations. Performance of the board was evaluated after seeking inputs from all the directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors, Chairperson and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### POLICY ON NOMINATION & REMUNERATION OF DIRECTORS, KMPS & OTHER EMPLOYEES

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted a Nomination and Remuneration Policy which is available on the Company's website at [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in). Salient features of the Policy are reproduced in **Annexure II** to this Report.

### AUDITORS & AUDITOR'S REPORTS

- **Statutory Auditor**

MSKA & Associates (F.K.A. MZSK & Associates), Chartered Accountants (Firm Registration No. 105047W), the statutory auditors of your Company, hold office until the conclusion of the 27th AGM to be held in the year 2021.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shraavan A. Gupta & Associates, Practicing Company Secretary was appointed as Secretarial Auditor to conduct secretarial audit for the financial year 2018-19.

#### **Auditor's Reports**

- The Statutory Auditor's Report for financial year 2018-19 does not contain any qualifications, reservations or adverse remarks. The Auditor's report is enclosed with the financial statements with this Annual Report.

- The Secretarial Audit Report for financial year 2018-19 does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report is provided in **Annexure III** of this Report.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company is in the business of real estate development which falls within the definition of “infrastructural facilities” as defined in Schedule VI of the Companies Act 2013 and therefore the provisions of Section 186 are not applicable to loans made, guarantees given or security provided by the Company in terms of exemption provided u/s 186. Particulars of investments, if any, made by the Company are provided in the financial statements.

### **RELATED PARTY TRANSACTIONS**

The transactions/contracts/arrangements, falling within the purview of provisions of Section 188(1) of the Companies Act, 2013, entered by the Company with related parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, were in the ordinary course of business and have been transacted at arm’s length basis.

Further there are no transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year, that are required to be reported in Form AOC-2 and as such; it does not form part of the Report.

### **HOLDING COMPANY, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES**

The Company is a subsidiary of Arihant Premises Private Limited which is a subsidiary of Macrotech Developers Limited. The ultimate holding company is Sambhavnath Infrabuild and Farms Private Limited. The Company does not have any subsidiary, joint ventures or associate.

### **MANAGEMENT AND INTERNAL CONTROLS**

#### **Risk Management**

Your Company has robust process in place to identify key risks and to prioritize relevant action plans to mitigate these risks. Your Company has adopted a Risk Management policy which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

#### **Internal Controls and their adequacy**

The Company’s internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by the Statutory as well as the Internal Auditor and cover all offices, sites and key business areas. Significant audit observations and follow up actions thereon are reported to the Board/ Audit Committee. The Board / Audit Committee reviews adequacy and effectiveness of the Company’s internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company’s risk management policies and systems. These systems provide a reasonable assurance in respect of financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

#### **Vigil Mechanism**

Your Company provides a common platform to its employees and directors for complaint handling in the form of whistle-blowing (vigil) mechanism. The Company has established a vigil mechanism process by adopting a Vigil Mechanism / Whistle Blower Policy for directors and employees. This policy outlines the procedures for reporting, handling, investigating and deciding on the course of action to be taken in case inappropriate conduct / behaviour is/are noticed, reported or suspected. The Policy provides for adequate safeguards against victimization of persons who use the mechanism and has a process for providing direct access to the Ombudsman in appropriate or exceptional cases.

## ROSELABS FINANCE LIMITED

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The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Vigil Mechanism / Whistle Blower Policy is posted on the Company's website [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in).

### **DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014 is not relevant to the Company as the Company has no employees, directors do not draw any remuneration (other than sitting fees) and key managerial personnel have been deputed by the holding company.

The provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended do not apply as there are no employees.

### **DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of the nature of business of the Company, no particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption are required to be furnished. There was no foreign exchange earnings or outgo during the financial year 2018-19.

### **CORPORATE GOVERNANCE REPORT**

As the paid up equity share capital and networth of the Company are below the limits specified in Regulation 15 of the Listing Regulations, the Company is not required to furnish a report on corporate governance and therefore the same does not form part of this Report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 read with Schedule V of the Listing Regulations is given separately which may be taken as forming a part of this Report.

### **OTHER UPDATES**

- The Company has filed a settlement application before SEBI under the SEBI (Settlement of administrative and civil proceedings) Regulations 2014, proposing to settle the matter relating to imposition of penalty of Rs 2.53 crore, for alleged violation of provisions of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the era of erst while promoters in the year 2003. The Settlement Application is currently pending before SEBI.
- At the previous Annual General Meeting, the shareholders had approved change in name of the Company relied the new object change. This was subject to approved of BSE, which was not granted pursuant to regulation 45 of the Listing regulation.

### **GENERAL**

Your Directors state that for the financial year ended March 31, 2019, no disclosure is required in respect of the following items and accordingly confirm as under:

- a. The Company has neither revised the financial statements nor the Board's report.
- b. As there are no employees, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.
- c. There are no material changes or commitments affecting the financial position of the Company between March 31, 2019

- and the date of this report.
- d. The Company has not accepted any deposits during the financial year.
  - e. No instance of fraud has been reported to the Board by the Auditors or any other person.
  - f. No significant or material orders which impact the going concern status and Company's operations in future were passed by Regulators/Courts/Tribunals (other than as disclosed in this report)
  - g. There was no issue of equity shares with differential rights as to dividend, voting or otherwise
  - h. The Company has not issued any shares (including sweat equity shares) to its employees under any scheme

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a. in the preparation of the annual accounts the applicable accounting standards had been followed and there are no material departures;
- b. 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 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;
- e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 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.

**ACKNOWLEDGEMENTS**

Your Directors would like to express their grateful appreciation for the assistance and support extended by all stakeholders.

**For and on behalf of the Board  
Roselabs Finance Limited**

**Date : August 8, 2019  
Place : Mumbai**

**Sanjyot Rangnekar**  
Chairperson  
DIN: 07128992

**Nilesh Rawat**  
Managing Director  
DIN: 06705140

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As On The Financial Year Ended On March 31, 2019  
of  
**ROSELABS FINANCE LIMITED**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

CIN	:	L70100MH1995PLC318333
Registration Date	:	4-Jan-1995
Name of the Company	:	Roselabs Finance Limited
Category	:	Company Limited by Shares
Sub-Category of the Company	:	Indian Non-Government Company
Address of the Registered Office and contact details	:	412, Floor-4, 17G, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001
Whether listed company	:	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	:	Linkintime India Private Limited C 101, 24x7 Park, LBS Road, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

The Company did not have any business activity which constituted 10% or more of the total turnover of the Company during financial year.

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

Sl. NO	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of share held	Applicable Section
1.	Arihant Premises Private Limited 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45200MH1988PTC048628	Holding Company	74.25	2(46)

Note: The Company did not have any subsidiaries, joint ventures and associate companies during financial year.

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

(i) Category-wise Share Holding

Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Shareholding of Promoter and Promoter Group</b>									
Indian									
Individuals / Hindu undivided Family	-	-	-	-	-	-	-	-	-
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Bodies Corporate	74,24,670	-	74,24,670	74.25	74,24,670	-	74,24,670	74.25	-
Sub Total (A)(1)	74,24,670	-	74,24,670	74.25	74,24,670	-	74,24,670	74.25	-
Foreign									
Individuals (Non-Resident individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
Government	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter and Promoter group (A)=(A)(1)+(A)(2)</b>	<b>74,24,670</b>	<b>-</b>	<b>74,24,670</b>	<b>74.25</b>	<b>74,24,670</b>	<b>-</b>	<b>74,24,670</b>	<b>74.25</b>	<b>-</b>
<b>Public Shareholding</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Institutions	-	-	-	-	-	-	-	-	-
Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-
Sub Total (B)(2)	-	-	-	-	-	-	-	-	-
Non-Institutions	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
Individual shareholders holding nominal share capital upto Rs. 1 lakh.	4,11,052	2,49,130	6,60,182	6.60	3,92,509	2,50,530	6,43,039	6.43	-0.17
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4,74,496	3,49,600	8,24,096	8.24	5,17,850	3,39,600	8,57,450	8.57	0.33



## ROSELABS FINANCE LIMITED

Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
Overseas Depositories	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	40,462	-	40,462	0.40	41,708	-	41,708	0.42	0.01
Non Resident Indians	1,010	-	1,010	0.01	1,010	-	1,010	0.01	-
Clearing Member	14,085	-	14,085	0.14	150	-	150.00	0.00	-0.14
Bodies Corporate	9,86,995	485,00	10,35,495	10.35	9,83,473	48,500	10,31,973	10.32	-0.04
<b>Sub Total (B)(3)</b>	<b>19,28,100</b>	<b>6,47,230</b>	<b>25,75,330</b>	<b>25.75</b>	<b>19,36,700</b>	<b>6,38,630</b>	<b>25,75,330</b>	<b>25.75</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>19,28,100</b>	<b>6,47,230</b>	<b>25,75,330</b>	<b>25.75</b>	<b>19,36,700</b>	<b>6,38,630</b>	<b>25,75,330</b>	<b>25.75</b>	<b>0.00</b>
<b>Total (A)+(B)</b>	<b>93,52,770</b>	<b>6,47,230</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>93,61,370</b>	<b>6,38,630</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>0.00</b>
Non Promoter - Non Public									
Custodian/DR Holder	-	-	-	-	-	-	-	-	-
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
<b>Total (A)+(B)+(C)</b>	<b>93,52,770</b>	<b>6,47,230</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>93,61,370</b>	<b>6,38,630</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>0.00</b>

### (ii) Shareholding of Promoters

Shareholders 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	
Arihant Premises Private Limited	74,24,670	74.25	0	74,24,670	74.25	0	-

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

There is no change in promoters' shareholding during the year

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr.	Top 10 shareholders	Date of change	Shareholding details		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>Arhanathji Builders And Farms Pvt Ltd</b>					
	At the beginning of the year	01-04-2018	4,95,569	4.96	4,95,569	4.96
	Sold during the year	07-09-2018	(12)		4,95,557	4.96
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>4,95,557</b>	<b>4.96</b>	<b>4,95,545</b>	<b>4.96</b>
2	<b>Om Shanti Realspace Private Limited</b>					
	At the beginning of the year	01-04-2018	-	-	-	-
	Acquired during the year	04-05-2018	4,39,652	4.40	4,39,652	4.40
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>4,39,652</b>	<b>4.40</b>	<b>4,39,652</b>	<b>4.40</b>

**ROSELABS FINANCE LIMITED**

Sr.	Top 10 shareholders	Date of change	Shareholding details		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	<b>Harsha Hitesh Javeri</b>					
	At the beginning of the year	01-04-2018	2,00,000	2.00	2,00,000	2.00
	Changes during the year	No change	-	-	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>2,00,000</b>	<b>2.00</b>	<b>2,00,000</b>	<b>2.00</b>
4	<b>Nina Rani</b>					
	At the beginning of the year	01-04-2018	1,25,800	1.29	1,25,800	1.29
	Changes during the year	No change	-	-	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>1,25,800</b>	<b>1.29</b>	<b>1,25,800</b>	<b>1.29</b>
5	<b>Hitesh Ramji Javeri</b>					
	At the beginning of the year	01-04-2018	1,13,300	1.13	1,13,300	1.13
	Sold during the year	04-05-2018	9,097	1.22	1,22,397	1.22
	Sold during the year	17-08-2018	2,045	1.24	1,24,442	1.24
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>1,24,442</b>	<b>1.24</b>	<b>1,24,442</b>	<b>1.24</b>
6	<b>Bharat Pravin Meghani</b>					
	At the beginning of the year	01-04-2018	83,700	0.01	83,700	0.01
	Changes during the year	No change	-	-	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>83,700</b>	<b>0.01</b>	<b>83,700</b>	<b>0.01</b>
7	<b>Sanghvi Fincap Limited</b>					
	At the beginning of the year	01-04-2018	48,500	0.00	48,500	0.00
	Changes during the year	No change	-	-	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>48,500</b>	<b>0.00</b>	<b>48,500</b>	<b>0.00</b>
8	<b>Sunita Hurkat</b>					
	At the beginning of the year	01-04-2018	48,300	0.00	48,300	0.00
	Changes during the year	No change	-	-	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>48,300</b>	<b>0.00</b>	<b>48,300</b>	<b>0.00</b>
9	<b>Surendar Hansraj Sharma</b>					
	At the beginning of the year	01-04-2018	31,111	0.31	31,111	0.31
	Acquired during the year	20-04-2018	1,000	0.32	32,111	0.32
	Acquired during the year	14-12-2018	1,000	0.33	33,111	0.33
	Acquired during the year	28-12-2018	500	0.34	33,611	0.34
	Acquired during the year	04-01-2019	1,000	0.35	34,611	0.35
	Acquired during the year	11-01-2019	1,601	0.36	36,212	0.36
	Acquired during the year	18-01-2019	1,000	0.37	37,212	0.37
	Acquired during the year	25-01-2019	1,000	0.38	38,212	0.38
	Acquired during the year	08-03-2019	1,000	0.39	39,212	0.39
<b>At the end of the year</b>	<b>31-03-2019</b>	<b>39,212</b>	<b>0.39</b>	<b>39,212</b>	<b>0.39</b>	
10	<b>Survashaya Farms And Developers Pvt Ltd</b>					
	At the beginning of the year	01-04-2018	4,39,652	4.40	4,39,652	4.40
	Sold during the year	04-05-2018	(4,39,652)	0.00	-	-
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
11	<b>Anil Narendra Shah</b>					
	At the beginning of the year	01-04-2018	37,200	0.00	37,200	0.00
	Sold during the year	14-02-2019	(2,500)	0.00	34,700	0.00
	Sold during the year	22-03-2019	(2,500)	0.00	32,200	0.00
	Sold during the year	30-03-2019	(5,000)	0.00	27,200	0.00
	<b>At the end of the year</b>	<b>31-03-2019</b>	<b>27,200</b>	<b>0.00</b>	<b>27,200</b>	<b>0.00</b>

## ROSELABS FINANCE LIMITED

### (v) Shareholding of Directors and Key Managerial Personnel

Directors and Key Managerial Personnel do not hold any shares in the Company.

### V. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment) (Amount in Rs. Lakh)

Particulars	Secured Loan sexcluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	737.53	-	737.53
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	223.89	-	223.89
<b>Total (i+ii+iii)</b>	-	<b>961.42</b>	-	<b>961.42</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	553.64	-	553.64
<b>Net Change</b>	-	<b>(553.64)</b>	-	<b>(553.64)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	407.78	-	407.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>407.78</b>		<b>407.78</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

#### B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rs)
		Prakash Vaghela	Mayank Padiya	
1.	Independent Directors			
	• Fee for attending board / committee meetings	85,000	57,500	1,42,500
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (1)</b>	<b>85,000</b>	<b>57,500</b>	<b>1,42,500</b>
2.	Other Non-Executive Directors			
	• Fee for attending board / committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>85,000</b>	<b>57,500</b>	<b>1,42,500</b>
	<b>Total Managerial Remuneration</b>	<b>85,000</b>	<b>57,500</b>	<b>1,42,500</b>
	Overall Ceiling as per the Act			N. A.

## ROSELABS FINANCE LIMITED

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary		CFO	
		Uma Hiremath	Abhijeet Shinde	Purnima Pavle	
1	Gross salary				
	a. Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	15,370	19,915	316,954	352,239
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	
	c. Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	
2	Stock Option	N.A.	N.A.	Nil	Nil
3	Sweat Equity	N.A.	N.A.	Nil	Nil
4	Commission				
	- as % of profit				
	- others, specify...	N.A.	N.A.	Nil	Nil
5	Others, please specify	N.A.	N.A.	Nil	Nil
	<b>Total</b>	<b>15,370</b>	<b>19,915</b>	<b>316,954</b>	<b>352,239</b>

\* the CFO and CS are have been deputed by the holding company. Part of their salary has been charged to the Company and the same is being reimbursed by the Company to the holding company.

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.

**For and on behalf of the Board**  
**Roselabs Finance Limited**

**Date : August 8, 2019**

**Place : Mumbai**

**Sanjyot Rangnekar**

Chairperson

DIN: 07128992

**Nilesh Rawat**

Managing Director

DIN: 06705140

## **Salient features of the Nomination & Remuneration Policy**

### **A. Policy Objectives**

The objectives of the Nomination & Remuneration Policy are:

1. To ensure diversity on the Board of Directors
2. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company
3. To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company
4. To formulate the criteria for evaluation of performance of Directors

### **B. Policy Coverage**

#### **Part A: Board Composition**

##### **Board Diversity**

The Committee shall periodically review the size and composition of the Board so as to have an appropriate mix of executive and independent Directors, to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

##### **Succession planning**

The Committee shall establish and review Board, KMP and Senior Management succession plans in order to ensure and maintain a continuing balance of relevant skills, experience and expertise on the Board and Senior Management.

#### **PART B: Appointment and removal of Directors, KMP and Senior Management**

The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend their appointment to the Board.

The Committee may also recommend removal of a Director, KMP or Senior Management with reasons recorded in writing, subject to the provisions and compliance of the said Act, rules and regulations.

#### **PART C: Remuneration to Directors, KMP and Senior Management**

The overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company

Remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.

The Company may implement reward & retention schemes from time to time as per organizational needs. These shall be subject to approval of the Committee.

**PART D: Board Evaluation**

The Committee shall carry out an annual evaluation of performance of the Board and Board Committees and formulate criteria for evaluation of performance of independent directors and the Board.

The Committee shall determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**For and on behalf of the Board  
Roselabs Finance Limited**

**Date : August 8, 2019  
Place : Mumbai**

**Sanjyot Rangnekar**  
Chairperson  
DIN: 07128992

**Nilesh Rawat**  
Managing Director  
DIN: 06705140

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members  
**ROSELABS FINANCE LIMITED**  
**CIN: L70100MH1995PLC318333**  
412, Floor 4, 17 G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort Mumbai 400001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROSELABS FINANCE 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 my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act 2013 and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - **Not Applicable during the audit period**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018; **Not Applicable during the audit period**
  - (d) The Securities and Exchange Board of India (Share based employee benefits) Regulation, 2014; **Not Applicable during the audit period**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the audit period**

- (f) 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; **Not Applicable during the audit period**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable during the period under Review**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018- **Not Applicable during the period under Review**
- (vi) The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

**I have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that, during the audit period:**

The Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Independent Directors. 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 Companies Act, 2013.

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

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I 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.

**I further report that** during the audit period,

- i. The Company had applied to Reserve Bank of India for voluntary deregistration of the Company's Certificate of Registration as a Non-Banking Financial Institution (as granted by RBI under section 45-IA of the RBI Act 1934 in July 2017. This was approved by RBI vide order dated July 18, 2018. Pursuant to the cancellation of the Certificate of Registration, the Company is therefore proposed to pursue alternate business lines in the real estate development sector.
- ii. The Company has altered Memorandum of Association pursuant to change in its object clause to pursue the real estate development business and registered office clause, which has been approved by shareholders of the Company on September 25, 2018.
- iii. The Registered office of the Company has been shifted from 401, Akshat Complex, Nr. Parshwa Complex, Bodakdev, Gandhi Nagar Sarkhej Highway, Ahmedabad- Gujarat 380015 to 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001 with effect from 26th November, 2018.

**Shravan A. Gupta & Associates**  
**Practicing Company Secretary**

**Shravan A. Gupta**  
**ACS: 27484, CP: 9990**

**Place: Mumbai**  
**Date: May 10, 2019**



### MANAGEMENT DISCUSSION AND ANALYSIS

#### Indian Economy

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 7.2% in 2017-18 and 7% in 2018-19. India's GDP is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitization, globalization, favourable demographics, and reforms.

India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

#### Real Estate sector in India

Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 and contribute 13% of the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs. Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. Commercial office stock in India is expected to cross 600 million square feet while office space leasing in the top eight cities is expected to cross 100 million square feet during 2019-20. Co-working space across top seven cities has increased sharply in 2019 (up to September), reaching 3.44 million square feet, compared to 1.11 million square feet for the same period in 2018.

Increasing incomes, urbanization and economic growth are driving residential and commercial realty demand in India. It has also become a preferred asset class for investments. Segments like warehousing, housing and affordable housing are growing at a fast pace in India, presenting wider opportunities for investors.

#### Government initiatives

The Government of India has taken several initiatives to encourage the development in the sector. The Government of India's aim of 'Housing for all by 2022' is driving residential development activity while the Real Estate Development Act 2016 is making the sector more transparent.

Some other major Government Initiatives:

- » Under the Pradhan Mantri Awas Yojana, more than 6.85 million houses have been sanctioned up to December 2018.
- » In February 2018, creation of National Urban Housing Fund was approved with an outlay of Rs 60,000 crore
- » The Securities and Exchange Board of India has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion in the Indian market over the years.

Source <https://www.ibef.org/industry/real-estate-india.aspx>

## INDEPENDENT AUDITOR'S REPORT

To the Members of Roselabs Finance Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of **Roselabs Finance Limited** ("the Company"), which comprise the balance sheet as at March 31, 2019 and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report, Report on Corporate Governance and Management Discussion Analysis 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.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If based on the work have performed, we conclude that there is material misstatement of this other information, we are required to report that the fact. we have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for

## ROSELABS FINANCE LIMITED

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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.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

### **Other Matters**

The comparative financial information of the Company for the year ended March 31, 2018 and the transition date opening balance sheet as at April 01, 2017 included in these financial statements are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 for the year ended March 31, 2018 and March 31, 2017 on which we issued an unmodified audit opinion vide our reports dated May 21, 2018 and May 30, 2017 respectively on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have also been audited by us.

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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, the statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure C”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

**For MSKA & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No.: 105047W

Anita Somani  
**Partner**  
Membership No.: 124118

Place      Mumbai  
Date      : May 16, 2019

## ROSELABS FINANCE LIMITED

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### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2019.

#### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- 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.
- Obtain an understanding of internal control 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 internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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.
- 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.

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.

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.

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.

**For MSKA & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No.: 105047W

Anita Somani  
**Partner**  
Membership No.: 124118

Place : Mumbai  
Date : May 16, 2019

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2019.**

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. The Company does not have any fixed assets (Property, Plant and Equipment). Accordingly, the provisions stated in paragraph 3(i)(a) to (c) of the Order are not applicable to the Company.
- ii. The Company does not have any inventory. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii)(a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax and cess and any other statutory dues applicable to it. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for the period of more than six months from the date they became payable.  
  
(b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax on account of any dispute, are as follows:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (Rs. in Lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	10.33	Assessment year 2013-2014	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Penalty	119.74	Assessment year 2013-2014	Commissioner of Income Tax (Appeals)

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, the provisions stated in paragraph 3(viii) of the Order are not applicable to the Company.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3(ix) of the Order are not applicable to the Company.

## ROSELABS FINANCE LIMITED

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- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration. Accordingly, the provisions stated in paragraph 3(xi) of the Order are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with the provisions of the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standard.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3(xvi) of the Order are not applicable to the Company.

**For MSKA & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No.: 105047W

Anita Somani  
**Partner**  
Membership No.: 124118

Place : Mumbai  
Date : May 16, 2019

### **ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2019.**

[Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

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

We have audited the internal financial controls with reference to financial statements of Roselabs Finance Limited ("the Company") as of March 31, 2019 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 (ICAI) (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 Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to financial statements.

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

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



## ROSELABS FINANCE LIMITED

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### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, 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.

**For MSKA & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No.: 105047W

Anita Somani  
**Partner**  
Membership No.: 124118

Place : Mumbai  
Date : May 16, 2019

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# ROSELABS FINANCE LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2019

	Notes	As at 31-March-19 ₹ in Lakhs	As at 31-March-18 ₹ in Lakhs	As at 1-April-2017 ₹ in Lakhs
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Financial Assets				
Loans	2	-	300.00	1,146.80
Non-Current Tax Assets (net)	3	121.56	92.89	86.13
<b>Total Non-Current Assets</b>		<b>121.56</b>	<b>392.89</b>	<b>1,232.93</b>
<b>Current Assets</b>				
Financial Assets				
Investments	4	-	0.13	328.59
Loans	5	-	218.87	-
Trade Receivables	6	-	-	1,200.00
Cash and Cash Equivalents	7	0.96	45.87	100.15
Other Financial Assets	8	-	54.74	123.19
Other Current Assets	9	-	-	0.25
<b>Total Current Assets</b>		<b>0.96</b>	<b>319.61</b>	<b>1,752.18</b>
<b>Total Assets</b>		<b>122.52</b>	<b>712.50</b>	<b>2,985.11</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share capital	10	1,000.00	1,000.00	1,000.00
Other Equity				
Retained Earnings	11	(1,317.50)	(1,294.24)	(1,250.54)
Other Reserves	12	-	15.62	15.10
<b>Equity attributable to Owners of the Company</b>		<b>(317.50)</b>	<b>(278.62)</b>	<b>(235.44)</b>
<b>Non-Current Liabilities</b>				
Provisions	13	-	0.88	2.98
Deferred Tax Liabilities (Net)	24	-	-	24.23
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>0.88</b>	<b>27.21</b>
<b>Current Liabilities</b>				
Financial Liabilities				
Borrowings	14	407.78	737.53	2,854.14
Trade Payables	15			
Due to Micro and Small Enterprises		-	-	-
Due to Others		0.65	1.09	26.62
Other Financial Liabilities	16	30.79	235.07	307.07
Other Current Liabilities	17	0.80	16.55	5.51
<b>Total Current Liabilities</b>		<b>440.02</b>	<b>990.24</b>	<b>3,193.34</b>
<b>Total Liabilities</b>		<b>440.02</b>	<b>991.12</b>	<b>3,220.55</b>
<b>Total Equity and Liabilities</b>		<b>122.52</b>	<b>712.50</b>	<b>2,985.11</b>
Significant Accounting Policies	1			
See accompanying notes to Financial Statements	1-38			

As per our attached report of even date

For and on behalf of the Board of Directors of Roselabs Finance Limited

For MSKA & Associates

Chartered Accountants

Firm Registration Number: 105047W

Anita Somani  
Partner  
Membership No. 124118

Sanjyot Rangnekar  
Chairperson  
DIN: 07128992

Nilesh Rawat  
Managing Director  
DIN: 06705140

Place : Mumbai  
Date : 16-May-2019

Abhijeet Shinde  
Company Secretary  
Membership No: A33077

Manoj Vaishya  
Chief Financial Officer

## ROSELABS FINANCE LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

	Notes	For the Year Ended 31/March/19 ₹ in Lakhs	For the Year Ended 31/March/18 ₹ in Lakhs
<b>I INCOME</b>			
Revenue from Operations	18	-	303.05
Other Income	19	1.64	78.50
<b>Total Income</b>		<b>1.64</b>	<b>381.55</b>
<b>II EXPENSES</b>			
(Increase) / Decrease in Stock-in-trade	20	-	258.46
Employee Benefits Expense	21	6.06	10.75
Finance Costs	22	15.20	165.33
Other Expenses	23	22.03	12.69
<b>Total Expenses</b>		<b>43.29</b>	<b>447.23</b>
<b>III Loss Before Tax</b>		<b>(41.65)</b>	<b>(65.68)</b>
<b>IV Tax Expense</b>			
Current Tax		2.77	(1.73)
Deferred Tax		-	24.23
<b>Total Tax Expense</b>		<b>2.77</b>	<b>22.50</b>
<b>V Loss for the year</b>		<b>(38.88)</b>	<b>(43.18)</b>
<b>VI Other Comprehensive Income (OCI)</b>			
(A) Items that will not be reclassified to Statement of Profit and Loss		-	-
(B) Items that will be reclassified to Statement of Profit and Loss		-	-
<b>Total Other Comprehensive Loss for the year (net of tax) (A+B)</b>		<b>-</b>	<b>-</b>
<b>VII Total Comprehensive Income for the year (V + VI)</b>		<b>(38.88)</b>	<b>(43.18)</b>
<b>VIII Earnings per Equity Share in ₹</b>	<b>33</b>		
(Face Value of ₹ 10 per Equity Share)			
Basic		(0.39)	(0.43)
Diluted		(0.39)	(0.43)
Significant Accounting Policies	1		
See accompanying notes to Financial Statements	1-38		

As per our attached report of even date

For and on behalf of the Board of Directors of Roselabs Finance Limited

For MSKA & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Anita Somani  
Partner  
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Sanjot Rangnekar  
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DIN: 07128992

Nilesh Rawat  
Managing Director  
DIN: 06705140

Place : Mumbai  
Date : 16-May-2019

Abhijeet Shinde  
Company Secretary  
Membership No: A33077

Manoj Vaishya  
Chief Financial Officer

# ROSELABS FINANCE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	For the Year Ended 31/March/19 ₹ in Lakhs	For the Year Ended 31/March/18 ₹ in Lakhs
<b>Cash flow used in Operating Activities</b>		
<b>Loss before tax</b>	<b>(41.65)</b>	<b>(65.68)</b>
Adjustments for:		
Sundry Balances written off	(0.75)	(4.40)
Sundry Balances written back	4.37	4.35
Contingent Provisions against Standard Assets	(0.89)	(2.10)
Finance Costs	15.20	165.33
<b>Operating Profit / (Loss) before working capital changes</b>	<b>(23.74)</b>	<b>97.50</b>
Decrease in Trade Receivables	-	1,200.00
Decrease in Inventory	-	258.46
Decrease in Loans and Advances, Other Current Assets	(4.37)	761.43
Increase in Trade Payables, Other Liabilities and Provisions	4.21	1.01
<b>Cash generated from / (used in) Operations</b>	<b>(23.90)</b>	<b>2,318.40</b>
Income tax paid (Net)	(25.90)	(7.58)
<b>Net Cash flow from / (used in) Operating Activities (A)</b>	<b>(49.80)</b>	<b>2,310.82</b>
<b>Cash flow from Investing Activities</b>		
Redemption of Mutual Funds	0.13	-
<b>Net Cash flow from (Net) in Investing activities (B)</b>	<b>0.13</b>	<b>-</b>
<b>Cash flow from Financing Activities</b>		
Proceeds / (Repayment) of Borrowings	19.96	(2,116.61)
Finance Costs Paid	(15.20)	(248.50)
<b>Net Cash flow from / (used in) Financing activities (C)</b>	<b>4.76</b>	<b>(2,365.11)</b>
<b>Net Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>(44.91)</b>	<b>(54.29)</b>
Add: Cash and Cash Equivalents at the beginning of the year	45.87	100.15
<b>Cash and Cash Equivalents at the end of the year</b>	<b>0.96</b>	<b>45.87</b>
	<b>31/March/19</b>	<b>31/March/18</b>
<b>In co-portrate Notes</b>		
1) Cash flow Statement has been prepaid under the indirect methods as set out in Ind AS-7 Specified under the section 133 of the Act.		
2) Recancellation of liabilities arriving from Financing activities under IND AS7:		
<b>Borrowing</b>		
Balance of the begining of the year	737.53	2,854.14
Cash flow	19.96	(2,116.61)
Non-cash	(349.71)	-
<b>Balance of the end of the year</b>	<b>407.78</b>	<b>737.53</b>

As per our attached report of even date

For and on behalf of the Board of Directors of Roselabs Finance Limited

For MSKA & Associates

Chartered Accountants

Firm Registration Number: 105047W

Anita Somani

Partner

Membership No. 124118

Sanjyot Rangnekar

Chairperson

DIN: 07128992

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Place : Mumbai

Date : 16-May-2019

Abhijeet Shinde

Company Secretary

Membership No: A33077

Manoj Vaishya

Chief Financial Officer

## ROSELABS FINANCE LIMITED

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

#### (A) EQUITY SHARE CAPITAL

	(₹ in Lakhs)	
Particulars	As at 31-March-19	As at 31-March-18
Balance at the beginning of the reporting year	1,000.00	1,000.00
Issues of Equity Share Capital	-	-
<b>Balance at the end of the reporting year</b>	<b>1,000.00</b>	<b>1,000.00</b>

#### (B) OTHER EQUITY

	Reserves and Surplus		Total
Particulars	Statutory Reserve	Retained Earnings	
As at 1-April -2018	15.62	(1,294.24)	(1,278.62)
Profit for the period	-	(38.88)	(38.88)
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>(38.88)</b>	<b>(38.88)</b>
Transfer (to) / from retained earnings	(15.62)	15.62	-
<b>As at 31-March-19</b>	<b>-</b>	<b>(1,317.50)</b>	<b>(1,317.50)</b>

	Reserves and Surplus		Total
Particulars	Statutory Reserve	Retained Earnings	
As at 1-April -2017	15.10	(1,250.54)	(1,235.44)
Profit for the year	-	(43.18)	(43.18)
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>(43.18)</b>	<b>(43.18)</b>
Transfer (to) / from retained earnings	0.52	(0.52)	-
<b>As at 31-March-18</b>	<b>15.62</b>	<b>(1,294.24)</b>	<b>(1,278.62)</b>

As per our attached report of even date

For and on behalf of the Board of Directors of Roselabs Finance Limited

For MSKA & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Anita Somani  
Partner  
Membership No. 124118

Sanjyot Rangnekar  
Chairperson  
DIN: 07128992

Nilesh Rawat  
Managing Director  
DIN: 06705140

Place : Mumbai  
Date : 16-May-2019

Abhijeet Shinde  
Company Secretary  
Membership No: A33077

Manoj Vaishya  
Chief Financial Officer

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

### A Company's Background

Roselabs Finance Ltd. (the Company) is a public limited Company domiciled and incorporated in India under the Indian Companies Act, 1956 Vide CIN - L70100MH1995PLC318333. The Company's registered office is located at 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400 001. The Company is primarily engaged in the business of real estate development. Reserve Bank of India has approved cancellation of the Company's certificate of registration as a non-banking financial Institution (granted under section 45-IA of the RBI Act 1934), vide letter dated 19-July-2018. Consequently, the Company has altered its main objects clause from "Non banking finance activities" to "real estate development activities" pursuant to a resolution of the shareholders passed by a requisite majority on 25-September -2018.

### B Significant Accounting Policies

#### I Basis of preparation

The financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31-March-17, the Company had prepared its financial statements in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP') and the Master Direction- Non- Banking Financial Company issued by Reserve Bank of India (RBI).

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The statements are presented in Indian Rupees (₹) and all values are rounded to the nearest lakhs except when otherwise indicated.

#### II Summary of Significant Accounting Policies

##### 1 Current and Non-Current Classification

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

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) 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:

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

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019**

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The operating cycle of the Company's real estate operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Assets and Liabilities are classified into current and non-current based on the operating cycle."

**2 Provisions and Contingencies**

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**3 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories.

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)



### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

#### Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent Solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

#### Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

#### **Derecognition of Financial Assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019**

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**Impairment of Financial Assets**

The Company assess on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debts instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. For trade receivables, the Company is not exposed to any credit risk as the legal ownership of residential and commercial units are transferred to the buyer only after all the installments are recovered.

For financial assets carried at amortised cost, the carrying amount is reduced and the amount of the loss is recognised in the statement of profit and loss. Interest income on such financial assets continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Financial asset together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased. If a write-off is later recovered, the recovery is credited to finance costs.

**Financial Liabilities**Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### **Derecognition of Financial Liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

#### **Reclassification of Financial Assets and Financial Liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Ind AS Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

### 4 Fair Value Measurement

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:

- i) In the principal market for the asset or liability, or-
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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:

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 5 Cash and Cash Equivalents

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

### 6 Revenue Recognition

The Company has applied five step model as set out in Ind AS 115 to recognise revenue in the Financial Statements. The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- a. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- b. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

- c. The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period of time based on the conditions in the contracts with customers.

The specific revenue recognition criteria are described below:

#### (I) Income from Property Development

The Company has determined that the existing terms of the contract with customers does not meet the criteria to recognise revenue over a period of time. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate. The Company provides rebates to the customers. Rebates are adjust against customers dues and the reserves to be recognized . To the estimated the variable consideration for the expected further rebates the company uses the "most like amount" methods or "expected value method"

#### (II) Contract Balances

##### Contract Assets

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

##### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

#### (III) Interest Income

For all debt instruments measured at amortised cost. Interest income is recorded using the effective interest rate (EIR).

#### (IV) Dividends

Revenue is recognised when the Company's right to receive the payment is established.

### 7 Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

### Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

### Presentation of Current and Deferred Tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in OCI, in which case, the current and deferred tax income/ expense are recognized in OCI. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

## 8 Borrowing Costs

Borrowing costs that are directly attributable to long term project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

## 9 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity share holders to by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and consolidation of equity shares. For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity share holders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

		As at 31-March-2019 ₹ in Lakhs	As at 31-March-2018 ₹ in Lakhs	As at 1-April-2017 ₹ in Lakhs
<b>2 Non-Current Loans</b>				
<b>Unsecured considered good unless otherwise stated</b>				
Loans to Body Corporates and Others		-	300.00	1,146.80
<b>Total</b>		<b>-</b>	<b>300.00</b>	<b>1,146.80</b>
<b>3 Non-Current Tax Assets (net)</b>				
Advance Income Tax (Net of Provision for Tax of As on 31 March 2019 ₹. 11.19 lakhs, 31 march 2018 ₹. 11.19 lakhs 1 April 2017 ₹. 10.36 lakhs)		121.56	92.89	86.13
<b>Total</b>		<b>121.56</b>	<b>92.89</b>	<b>86.13</b>
<b>4 Current Investments:</b>				
<b>(i) Quoted Investments at fair value through Profit and Loss</b>	<b>Face Value (₹)</b>			
<b>(A) In Equity Shares</b>				
Dhenu Buildcon Private Limited	Numbers	-	-	3,02,088
	Amount	1	-	8.46
<b>(B) In Debentures</b>				
IFCI Limited	Numbers	-	-	25,000
	Amount	1,000	-	320.00
<b>(C) Mutual Funds</b>				
ICICI Prudential Flexible Income - Regular Plan - Daily Dividend	Numbers	-	126	126
	Amount	10	0.13	0.13
<b>Total</b>		<b>-</b>	<b>0.13</b>	<b>328.59</b>
Aggregate book value of quoted investments		-	0.13	328.59
Aggregate market value of quoted investments		-	0.13	328.59
Aggregate value of unquoted investments		-	-	-
Aggregate amount of impairment in value of investments		-	-	-
<b>5 Current Loans</b>				
<b>Unsecured considered good unless otherwise stated</b>				
Loan to Body Corporate		-	218.87	-
<b>Total</b>		<b>-</b>	<b>218.87</b>	<b>-</b>
<b>6 Trade Receivables</b>				
<b>Unsecured</b>				
Considered good		-	-	1,200.00
<b>Total</b>		<b>-</b>	<b>-</b>	<b>1,200.00</b>

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

	As at 31-March-2019 ₹ in Lakhs	As at 31-March-2018 ₹ in Lakhs	As at 1-April-2017 ₹ in Lakhs
<b>7 Cash and Cash Equivalents</b>			
Balances with Banks	0.96	45.87	100.15
<b>Total</b>	<b>0.96</b>	<b>45.87</b>	<b>100.15</b>
<b>8 Other Current Financial Assets</b>			
Margin Money against Equity Derivative Transactions	-	-	74.14
Interest Receivable	-	54.74	46.55
Advance to Related Party	-	-	2.50
<b>Total</b>	<b>-</b>	<b>54.74</b>	<b>123.19</b>
<b>9 Other Current Assets</b>			
Advances to Vendors	-	-	0.25
<b>Total</b>	<b>-</b>	<b>-</b>	<b>0.25</b>
<b>10 Share Capital</b>			
<b>A) Authorised Share Capital</b>			
<b>Equity Shares</b>			
<b>Face Value per share (₹)</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>
<b>Numbers</b>			
Balance at the beginning of the year	1,10,00,000	1,10,00,000	1,10,00,000
Increase during the year	-	-	-
<b>Balance at the end of the year</b>	<b>1,10,00,000</b>	<b>1,10,00,000</b>	<b>1,10,00,000</b>
<b>Amount</b>			
Balance at the beginning of the year	1,100.00	1,100.00	1,100.00
Increase during the year	-	-	-
<b>Balance at the end of the year</b>	<b>1,100.00</b>	<b>1,100.00</b>	<b>1,100.00</b>
<b>B) Issued, Subscribed and fully paid up</b>			
<b>Equity Capital</b>			
<b>Face Value per share (₹)</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>
<b>Numbers</b>			
Balance at the beginning of the year	1,00,00,000	1,00,00,000	1,00,00,000
Increase during the year	-	-	-
<b>Balance at the end of the year</b>	<b>1,00,00,000</b>	<b>1,00,00,000</b>	<b>1,00,00,000</b>
<b>Amount</b>			
Balance at the beginning of the year	1,000.00	1,000.00	1,000.00
Increase during the year	-	-	-
<b>Balance at the end of the year</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>

**(C) Terms/ rights attached to Equity Shares**

The company has only one class of equity shares having par value of ₹10 per share.

Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

In the event of liquidation, the Shareholders will be entitled, in proportion to the number of Equity Shares held by them, to receive remaining assets of the Company, after distribution of all preferential amounts.



## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

		As at 31-March-2019 ₹ in Lakhs	As at 31-March-2018 ₹ in Lakhs	As at 1-April-2017 ₹ in Lakhs
<b>(D) Shares held by Holding Company</b>				
Arihant Premises Private Limited, the Holding Company	Numbers	74,24,670	74,24,670	74,24,670
	Amount	742.47	742.47	742.47
<b>(E) Details of Shareholders holding more than 5% Shares in the Company</b>				
Arihant Premises Private Limited, the Holding Company	Numbers	74,24,670	74,24,670	74,24,670
	% of Holding	74.25%	74.25%	74.25%
<b>(F) There are no shares issued for consideration other than cash during the period of five years.</b>				
<b>11 Statutory Reserve</b>				
(As per Section 45-IC of Reserve Bank of India Act, 1934)				
	Balance at the beginning of the year	15.62	15.10	15.10
	Increase / (Decrease) during the year	(15.62)	0.52	-
	<b>Balance at the end of the year</b>	<b>-</b>	<b>15.62</b>	<b>15.10</b>
<b>12 Retained Earnings</b>				
	Balance at the beginning of the year	(1,294.24)	(1,250.54)	(1,296.31)
	(Decrease) / Increase during the year	(23.26)	(43.70)	45.77
	<b>Balance at the end of the year</b>	<b>(1,317.50)</b>	<b>(1,294.24)</b>	<b>(1,250.54)</b>
<b>13 Non-Current Provision</b>				
	Contingent Provisions against Standard Assets	-	0.88	2.98
	<b>Total</b>	<b>-</b>	<b>0.88</b>	<b>2.98</b>
<b>14 Current Borrowings</b>				
<b>Unsecured</b>				
	Loans/ Intercorporate Deposits from Related parties (Refer Note No 28)	407.78	437.53	2,554.14
	Body Corporate	-	300.00	300.00
	<b>Total</b>	<b>407.78</b>	<b>737.53</b>	<b>2,854.14</b>
<b>Unsecured</b>				
	<b>From Related Party</b>	<b>407.78</b>	<b>437.53</b>	<b>2,554.14</b>
	Repayable on demand			
	Rate of Interest range from 0% to 12.00%			
	* Repayable on demand and Carries Interest between 0 to 12%.			
<b>15 Current Trade Payables</b>				
	Due to Micro and Small Enterprises	-	-	-
	Due to Others	0.65	1.09	26.62
	<b>Total</b>	<b>0.65</b>	<b>1.09</b>	<b>26.62</b>
<b>Terms and Condition:</b>				
	Trade payables are non-interest bearing and are normally settled as per agreed terms.			

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

	As at 31-March-2019 ₹ in Lakhs	As at 31-March-2018 ₹ in Lakhs	As at 1-April-2017 ₹ in Lakhs
<b>16 Other Financial Liabilities</b>			
Interest accrued but not due on borrowings	-	223.89	307.07
Payable to Related Party (Refer Note No 28)	30.79	11.18	-
<b>Total</b>	<b>30.79</b>	<b>235.07</b>	<b>307.07</b>
<b>17 Other Current Liabilities</b>			
Duties and Taxes	0.80	16.55	5.51
<b>Total</b>	<b>0.80</b>	<b>16.55</b>	<b>5.51</b>
		<b>For the Year Ended 31/March/19 ₹ in Lakhs</b>	<b>For the Year Ended 31/March/18 ₹ in Lakhs</b>
<b>18 Revenue from Operations</b>			
Sale of Shares and Debentures		-	271.41
Profit/(Loss) on Equity / Currency Derivatives Trading		-	(49.58)
Interest Income - on Loans and Others		-	81.22
<b>Total</b>		<b>-</b>	<b>303.05</b>
<b>19 Other Income</b>			
Sundry Balances written back		0.75	4.40
Contingent Provisions against Standard Assets		0.89	2.10
Compensation		-	72.00
<b>Total</b>		<b>1.64</b>	<b>78.50</b>
<b>20 (Increase) / Decrease in Stock-in-trade</b>			
Opening stock			
Shares		-	8.46
Debentures		-	250.00
Less: Closing Stock			
Shares		-	-
Debentures		-	-
<b>Total</b>		<b>-</b>	<b>258.46</b>
<b>21 Employee Benefits Expense</b>			
Salaries and Wages *		6.06	10.75
<b>Total</b>		<b>6.06</b>	<b>10.75</b>
* Salaries and wages reimbursable to Lodha Developers Ltd. (Ultimate Holding Company)			

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

	For the Year Ended 31/March/19 ₹ in Lakhs	For the Year Ended 31/March/18 ₹ in Lakhs
<b>22 Finance Costs</b>		
Interest Expense on Borrowings	15.18	164.78
Others	0.02	0.55
<b>Total</b>	<b>15.20</b>	<b>165.33</b>
<b>23 Other Expenses</b>		
Rates and Taxes	6.02	3.05
Printing and Stationery	0.43	0.42
Postage / Telephone / Internet	0.22	0.21
Legal and Professional	8.86	2.15
Director Sitting Fees	-	0.40
Payment to Auditors as Audit Fees	0.50	0.50
Advertising Expenses	1.44	1.12
Sundry Balance Written off	4.37	4.35
Miscellaneous Expenses	0.19	0.49
<b>Total</b>	<b>22.03</b>	<b>12.69</b>
	For the Year Ended 31/March/19 ₹ in Lakhs	For the Year Ended 31/March/18 ₹ in Lakhs
<b>24 Tax Expense:</b>		
<b>a. The major components of income tax (expense) / benefit:</b>		
<b>(i) Income Tax recognised in Statement of Profit and Loss:</b>		
<b>Current Income Tax (expenses) / benefit</b>		
Current Income Tax	-	(0.82)
Adjustments in respect of current Income Tax of previous year	2.77	(0.91)
<b>Total</b>	<b>2.77</b>	<b>(1.73)</b>
<b>Deferred Tax (expense)/benefit</b>		
Origination and reversal of temporary differences	-	24.23
<b>Total</b>	<b>-</b>	<b>24.23</b>
<b>Income Tax Expense reported in the Statement of Profit and Loss</b>	<b>2.77</b>	<b>22.50</b>
<b>b. Reconciliation of tax expense and the accounting profit multiplied by Indian Domestic Tax Rate for the year is as under:</b>		
<b>Accounting Profit/ (Loss) before Tax</b>	<b>-</b>	<b>(65.68)</b>
<b>Income tax expense calculated at corporate tax rate</b>	<b>-</b>	<b>22.96</b>
<b>Income tax expense:</b>		
<b>Deductible expenses for tax purposes:</b>		
Other non-deductible expenses	-	0.45
Adjustments in respect of current income tax of previous year(s)	2.77	(0.91)
	<b>2.77</b>	<b>22.50</b>

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

c. The major components of Deferred Tax Liabilities arising on account of temporary differences are as follows:

Deferred tax relates to the following:

Fair Valuation on Financial Instruments  
**Net Deferred Tax Assets**

Balance Sheet	
31-March-19 ₹ in Lakhs	31-March-18 ₹ in Lakhs
-	24.23
-	<b>24.23</b>

Fair Valuation on Financial Instruments

Profit and Loss For the year ended	
31-March-19 ₹ in Lakhs	31-March-18 ₹ in Lakhs
-	24.23
-	<b>24.23</b>

d. Reconciliation of Deferred Tax Assets ( Net) :

Opening Balance as of 1 April  
 Tax Benefit /(expense) during the year recognised in the  
 Statement profit or loss  
**Closing balance as at 31 March**

Balance Sheet		
31-March-19 ₹ in Lakhs	31-March-18 ₹ in Lakhs	1-April-17 ₹ in Lakhs
-	(24.23)	(24.23)
-	24.23	-
-	-	<b>(24.23)</b>

e. Deferred tax assets are not recognized to the extent that there is no virtual / reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

25 Category wise classification of Financial Instruments

	As at 31-March-19 ₹ in Lakhs	As at 31-March-18 ₹ in Lakhs	As at 01-April-17 ₹ in Lakhs
<b>Financial Assets carried at amortised cost</b>			
Investments	-	0.13	328.59
Loans	-	518.87	1,146.80
Trade Receivables	-	-	1,200.00
Cash and Cash Equivalents	0.96	45.87	100.15
Other Financial Assets	-	54.74	123.19
<b>Total Financial Assets carried at amortised cost</b>	<b>0.96</b>	<b>619.61</b>	<b>2,898.73</b>
<b>Financial liabilities carried at amortised cost</b>			
Borrowings	407.78	737.53	2,854.14
Trade payables	0.65	1.09	26.62
Other Financial Liabilities	30.79	235.07	307.07
<b>Total Financial Liabilities carried at amortised cost</b>	<b>439.22</b>	<b>973.69</b>	<b>3,187.83</b>

26 Significant Accounting Judgements, Estimates And Assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019**

disclosures, and the disclosure of contingent liabilities. Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future period affected.

**Judgements, Estimates And Assumptions**

The Company makes certain judgement, estimates and assumptions regarding the future. Actual experience may differ from these judgements, estimates and assumptions. The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

**(i) Income Taxes**

Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**(ii) Fair Value Measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**27 Commitments and contingencies**

<b>Contingent liabilities</b>	<b>31-March-19</b>	<b>31-March-18</b>	<b>01-April-17</b>
<b>Claims against the company not acknowledged as debts</b>	<b>₹ in Lakhs</b>	<b>₹ in Lakhs</b>	<b>₹ in Lakhs</b>
Disputed Taxation Matters	10.33	26.86	18.38

The company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

Penalties under section 271D and 271E of the Income Tax Act, 1961 have been levied by the Income Tax Department for the various Assessment years.

Penalties levied by the department on similar facts have been deleted by the Appellate authorities (CIT(A) & ITAT) in various matters of the group Companies on the basis of the decision of the Hon'ble Bombay High Court in the case of CIT vs Triumph International Finance (India) Limited. The appeals preferred by the Income tax Department in some group company cases have also been dismissed by the Hon'ble Bombay High Court upholding that the penalty should not be levied. On further appeal in few cases, the appeal filed by Income Tax Department before the Hon'ble Supreme Court have been dismissed. Consequently provision for the same is not considered necessary by the management.

**28 Related party transactions**

Information on Related Party Transactions as required by Ind AS 24 "Related Party Disclosures".

**A. List of other related parties:  
(As identified by the management), unless otherwise stated)**

<b>I Person having Control or joint control or significant influence</b>	<b>Relationship</b>
1 Mangal Prabhat Lodha (MPL)	Person in Control
2 Abhishek Lodha	Son

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

**II Close family members of person having Control**

- 1 Manjula Lodha Wife
- 2 Vinti Lodha Son's wife.

**III Ultimate Holding Company**

Sambhavnath Infrabuild and Farms Pvt. Ltd.

**IV Holding Company**

- 1 Lodha Developers Ltd. (Holding Company of APPL)

**V Intermediate Holding Company**

Arihant Premises Pvt. Ltd. (APPL)

**VI Subsidiaries of Holding Company (with whom the company had transactions):**

- 1 Cowtown Software Design Pvt. Ltd. (Formerly known as Nabhiraja Software Design Pvt. Ltd.)
- 2 Palava Dwellers Pvt. Ltd.

**VII Key Management Person (KMP)**

- 1 Nilesh Rawat - Managing Director
- 2 Sanjyot Rangnekar- Director
- 3 Abhijeet Shinde- Company Secretary (From 1 November-2018)
- 4 Uma Hiremath- Company Secretary (from 21-May-2018 to 01-November-2018)
- 5 Purnima Pavle- Chief Financial Officer
- 6 Mahesh Bhatt- Company Secretary (upto 21-May-2018)

**B. Transactions during the year ended and Balances Outstanding with related parties are as follows:**

**(i) Outstanding Balances:**

₹ in Lakhs

Sr. No.	Nature of Transactions	As on	Holding Company / Subsidiaries of Holding Company
1	Other Advances	31/March/19	-
		31/March/18	-
		1/April/17	2.50
2	Loan taken	31/March/19	407.78
		31/March/18	437.53
		1/April/17	2,554.14
3	Interest Accrued but not due on borrowings	31/March/19	-
		31/March/18	148.30
		1/April/17	193.67
4	Other Liabilities	31/March/19	30.79
		31/March/18	11.18
		1/April/17	-

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

(ii) Disclosure in respect of transactions with parties:

₹ in Lakhs

Sr No.	Nature of Transactions	Particulars	Relation	For the year ended 31-March-19	For the year ended 31-March-18
1	Salaries and Wages Paid	Cowtown Software Design Pvt. Ltd.	Subsidiary of Holding Company	-	11.18
		Lodha Developers Ltd.	Ultimate Holding Company	4.16	-
2	Interest Expenses	Lodha Developers Ltd.	Holding Company	15.20	164.78
3	Loan / Inter-corporate Deposit Taken / (Returned)	Lodha Developers Ltd.	Holding Company	(437.53)	(2,116.61)
		Palava Dwellers Pvt. Ltd.	Subsidiary of Holding Company	407.78	-

Note: No amount pertaining to related parties have been written off / back or provided for.

**i) Terms and conditions of transaction with related parties**

The management is of the opinion that the transactions with related parties are done at arm's length.

**ii) Terms and conditions of outstanding balances with related parties**

**a) Receivables from Related Parties**

The receivables from related parties arise mainly from sale transactions and services rendered and are received as per agreed terms. The receivables are unsecured in nature and interest is charged on over due receivables. No provisions are held against receivables from related parties.

**b) Payable to related Parties**

The payables to related parties arise mainly from purchase transactions and services received and are paid as per agreed terms.

**c) Loan from Related party**

The loan from related parties are unsecured and receivable on demand.

### 29 Segment information

For management purposes, the Company has only one reportable segments namely, Development of real estate property. The Board of Directors of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.

### 30 Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

### 31 Financial risk management objectives and policies

The Company's principal financial liabilities comprise mainly of trade and other financials liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents.

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019**

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk, and
- Liquidity risk.

The Company has evolved a risk mitigation framework to identify, assess and mitigate financial risk in order to minimize potential adverse effects on the company's financial performance. There have been no substantive changes in the company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated herein.

**(a) 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 three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

**(i) Interest rate risk**

The Company is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Currently the company has external borrowings (excluding short-term overdraft facilities) which are fixed and floating rate borrowings. The Company achieves the optimum interest rate profile by refinancing when the interest rates go down. However this does not protect Company entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

**ii) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. Since the Company has insignificant assets or liabilities denominated in foreign currency, the exposure to risk due to changes in foreign exchange rates is minimal. The Company does not enter into any derivative instruments for trading or speculative purposes.

**b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

Credit risk from balances with banks and financial institutions is managed by Company's treasury in accordance with the company's policy. The company limits its exposure to credit risk by only placing balances with local banks and international banks of good repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.



## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

#### c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
<b>As at 31-March-19</b>						
Borrowings	407.78	-	-	-	-	407.78
Trade Payables	-	0.65	-	-	-	0.65
Other financial liabilities	30.79	-	-	-	-	30.79
	<b>438.57</b>	<b>0.65</b>	-	-	-	<b>439.22</b>
<b>As at 31-March-18</b>						
Borrowings	737.53	-	-	-	-	737.53
Trade Payables	-	1.09	-	-	-	1.09
Other financial liabilities	235.07	-	-	-	-	235.07
	<b>972.60</b>	<b>1.09</b>	-	-	-	<b>973.69</b>
<b>As at 1 April 2017</b>						
Borrowings	2,854.14	-	-	-	-	2,854.14
Trade Payables	-	26.62	-	-	-	26.62
Other financial liabilities	307.07	-	-	-	-	307.07
	<b>3,161.21</b>	<b>26.62</b>	-	-	-	<b>3,187.83</b>

#### 32 Fair value measurement

- (i) The following table provides the fair value measurement hierarchy of the Company's financial assets and financial liabilities.

Total	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs

#### Financial Assets measured at fair value through profit and loss

##### As at 31-March-19

Investment in Mutual Funds	-	-	-	-
Investment in Equity Shares	-	-	-	-

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

	Fair value measurement using			
	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
<b>As at 31-March-18 :</b>				
Investment in Mutual Funds	0.13	0.13	-	-
Investment in Equity Shares	-	-	-	-
<b>As at 1-April-17 :</b>				
Investment in Mutual Funds	0.13	0.13	-	-
Investment in Equity Shares	8.46	8.46	-	-

**33 Basic and diluted earnings per share (EPS) :**

(₹ in lakhs)

Particulars	For the year ended 31-March-19	For the year ended 31-March-18
Net Loss for the year (₹ in Lakhs)	(38.88)	(43.18)
No. of Equity Shares as on 1st April	1,00,00,000	1,00,00,000
Share allotted during the year	-	-
No. of Equity Shares as on 31st March	1,00,00,000	1,00,00,000
Weighted average no. of Equity Shares outstanding during the year	1,00,00,000	1,00,00,000
Face Value of equity shares (₹)	10	10
Basic earnings per share (₹)	(0.39)	(0.43)
Diluted earnings per share (₹)	(0.39)	(0.43)

**34 Standards (including amendments) issued but not yet effective**

The standards and interpretations that are issued, but not yet effective up to the date of issuance of the financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

**(a) Ind AS 116- Leases:**

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 116, Leases. This Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective of the standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. The effective date for adoption of Ind AS 116 is financial periods beginning on or after April 1, 2019. The Company is currently evaluating the requirements of amendments. The Company believe that the adoption of this amendment will not have a material effect on its financial statements.

**(b) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company will adopt the

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The Company is currently evaluating the impact of this new standard on its consolidated financial statements and expects that the effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

**(c) Amendment to Ind AS 12 – Income taxes :**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

**(d) Amendment to Ind AS 23 – Borrowing cost:**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

**35** The Company is primarily in the business of real estate construction and development. During the year ended 31-March-2019, the Company has incurred losses amounting to ₹ 38.88 lakhs. As at 31-March-2019, the Company has negative net worth of ₹ 317.49 lakhs. The Company does not have any project under progress at present. These conditions may indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern.

The Company has secured continued financial support letter from its parent company to meet its day to day cash requirements and settle liability, if any arises. Further, the Company is working on a revised strategy and is evaluating alternate business options. On that basis and the financial support letter, the management of the Company believes that risk of material uncertainty has been significantly reduced and the Company shall be able to continue for a foreseeable future. Accordingly, these financial statements have been prepared on the basis of going concern.

The Company believes that the Minimum Alternate Tax Credit carried in books can be utilised based on the future Business Strategy.

**36 Details of dues to Micro, Small and Medium Enterprises :**

The disclosure under Micro, Small and Medium Enterprises have been made to the extent such parties have been identified on the basis of information collected by the management regarding their Status under the said Act. The amount of principal and interest outstanding is given below:

Particulars	As at 31-March-19	As at 31-March-18	As at 01-April-17
Amount unpaid as at year end - Principal	-	-	-
Amount unpaid as at year end - Interest	-	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	As at 31-March-19	As at 31-March-18	As at 01-April-17
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-	-
<b>Total</b>	-	-	-

**37 First-time adoption of Ind AS**

For all periods upto and including the year ended 31-March-18, the Company had prepared its financials statements in accordance with the accounting standards notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Indian GAAP for the following:

- Balance Sheet as at 01-April-17 (Transition date)
- Balance Sheet as at 31-March-18
- Statement of Profit and Loss for the year ended 31-March-18

**Footnotes to the reconciliation of equity as at 01-April-17 and 31-March-18 and profit or loss for the year ended 31-March-18****1. Financial Assets**

In the financial statements prepared under Indian GAAP, investments in quoted mutual funds of the Company were measured at lower of cost or fair value. Under Ind AS, these investments have been classified as FVTPL on the date of transition. The fair value changes are recognised in the Statement of Profit and Loss. Other Financial assets are carried at amortised cost.

The above transition has resulted into increase in equity by nil as at the date of transition to Ind AS and by ₹ 70.00 lakhs as at 31-March-17.

**2. Deferred tax**

The above transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or as a separate component of equity.

The above transition has resulted into increase in equity by nil as at the date of transition to Ind AS and by ₹ 24.23 lakhs as at 31-March-17.

**3. Other comprehensive Income**

Under Indian GAAP, there was no concept of Other comprehensive income. Under IND AS, specified item of Income, expenses, gains or losses are required to be presented in Other Comprehensive income.

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2019

#### 4. Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

#### A. Reconciliation of total comprehensive income for the year ended 31-March-18

(₹ in Lakhs)

Nature of Adjustments (excluding Reclassification adjustments)	Footnotes	For the Year ended 31-March-2018
<b>Net Profit as per Indian GAAP</b>		<b>2.59</b>
Financial assets carried at fair value	1	(70.00)
Deferred taxes	2	24.23
<b>Net Profit as per Ind AS</b>		<b>(43.18)</b>
<b>Other Comprehensive Income (net of tax)</b>		<b>-</b>
<b>Total Comprehensive Income as per Ind AS</b>		<b>(43.18)</b>

#### B. Reconciliation of equity as at 31-March-18 and 01-April-17

(₹ in Lakhs)

Nature of Adjustments (excluding Reclassification adjustments)	Footnotes	As at 31-March-2018	As at 01-April-2017
<b>Equity as Per Indian GAAP</b>		<b>(278.62)</b>	<b>(281.21)</b>
Financial assets carried at fair value	1	-	70.00
Deferred taxes	2	-	(24.23)
Total effect of transition to Ind AS		-	45.77
<b>Equity as Per Ind AS</b>		<b>(278.62)</b>	<b>(235.44)</b>

38 Previous year figures have been regrouped / rearranged wherever necessary.

As per our attached report of even date

For and on behalf of the Board of Directors of Roselabs Finance Limited

For MSKA & Associates

Chartered Accountants

Firm Registration Number: 105047W

Anita Somani  
Partner  
Membership No. 124118

Sanjyot Rangnekar  
Chairperson  
DIN: 07128992

Nilesh Rawat  
Managing Director  
DIN: 06705140

Place : Mumbai  
Date : 16-May-2019

Abhijeet Shinde  
Company Secretary  
Membership No: A33077

Manoj Vaishya  
Chief Financial Officer

# ROSELABS FINANCE LIMITED

## ROSELABS FINANCE LIMITED

**Regd Office :** 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
**E-Mail :** roselabsfinance@lodhagroup.com **Website :** www.roselabsfinancelimited.in  
**Phone No.:** +91 22 61959674

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L70100MH1995PLC318333  
Name of the Company : Roselabs Finance Limited  
Registered Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
Name of the Member(s) :  
Registered address :  
E-mail Id :  
Folio No. /Client Id & DP. Id :

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

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 12.00 Noon at 8th Floor, Lodha Excellus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions Nos.	Particulars	For	Against
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon		
2.	Reappointment of Mr. Nilesh Rawat as a Director		

Signed this.....day of .....2019

Signature of shareholder(s) :

Signature of Proxy holder(s) :

Notes:

- This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Fifth Annual General Meeting.
- This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Kindly affix revenue stamp of not less than Re. 1 on the proxy form before depositing at the registered office.

Affix  
Revenue  
Stamp

## ROSELABS FINANCE LIMITED

**Regd Office :** 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
**CIN:** L70100MH1995PLC318333; **Phone No.:** +91 22 61959674  
**E-Mail:** roselabsfinance@lodhagroup.com; **Website:** www.roselabsfinancelimited.in;

### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE REGISTRATION COUNTER**

- Name of the Member / Proxy :
- Folio No. / Client Id & DP. Id :
- Number of Shares held :

I certify that I am a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held on Tuesday, September 24, 2019 at 12.00 Noon at Lodha Excellus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011.

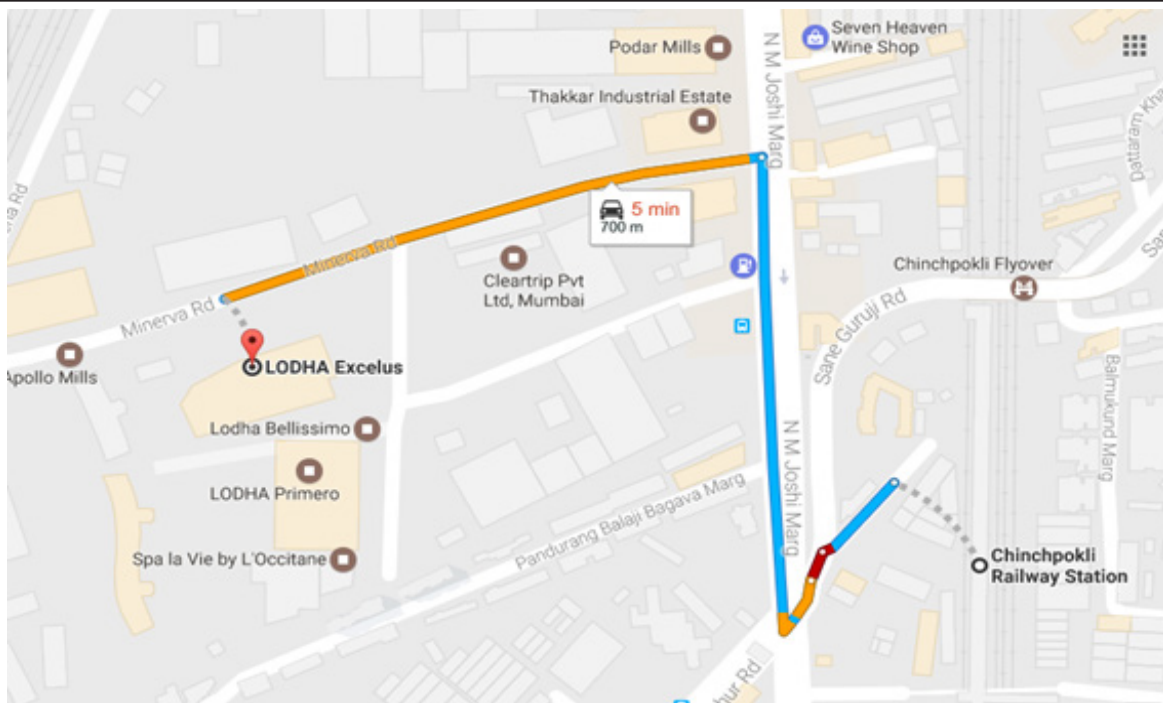
Name of the member / Proxy

Signature of the member / Proxy

Note : Kindly complete the Folio / DP ID - Client ID No. and name, sign this Attendance Slip at the entrance of the Meeting hall

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

**Address** : 8th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011  
**Landmark** : Apollo Mills Compound







*if undelivered, please return to:*  
**ROSELLABS FINANCE LIMITED**  
10th Floor, Lodha Excelus,  
N.M.Joshi Marg, Mahalaxmi,  
Mumbai- 400011, India

# ROSELABS FINANCE LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

Name of the Company: **Roselabs Finance Limited**

Security Code	Type of Security & paid up value	Book Closure From To	Record Date	Purpose
531324	Equity Shares Rs. 10 paid-up per share	<b>From</b> Wednesday September 18, 2019  <b>To</b> Tuesday September 24, 2019  <b>(both the days inclusive)</b>	N. A.	For the purpose of Annual General Meeting.

For Roselabs Finance Limited



**Abhijeet Shinde**  
Company Secretary  
Membership No.: A33077



Copy to: a. National Securities Depository Limited, Mumbai  
b. Central Depository Services (India) Limited, Mumbai  
c. Link Intime India Private Limited

**ROSELABS FINANCE LIMITED****Registered Office:** 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai 400001**CIN:** L70100MH1995PLC318333**Website:** www.roselabsfinancelimited.in • **E-mail:** roselabsfinance@lodhagroup.com • **Phone:** +9122-23024400**BALLOT FORM**

Serial No.

1. Name(s) of Member(s) including Joint holders, if any	
2. Registered Address of the Sole/First named Member	
3. Registered Folio No./DPID and Client ID No.	
4. No. of equity shares held	

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 25th Annual General Meeting (AGM) of the Company to be held on Tuesday, September 24, 2019 by recording my/our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate box(es) below:

Item No.	Resolutions	For	Against	No. of shares
	ORDINARY BUSINESS – ORDINARY RESOLUTIONS			
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon			
2	To appoint a director in place of Mr. Nilesh Rawat (DIN: 06705140), who retires by rotation and being eligible, offers himself for re-appointment.			

Place:

Date: \_\_\_\_\_, 2019

\_\_\_\_\_  
Signature of Member

---

EVEN (Electronic Voting Event Number)	User ID	Password
111556		

- Please see instruction relating to remote e-voting
- Please use your existing password

## EVOTING

### General Information on voting through electronic means/Ballot:

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facilities to its Members in respect of the business to be transacted at the 25th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as authorized agency to provide the e-Voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-Voting facility. In order to facilitate those Members, who do not wish to use the remote e-Voting facility, the Company is enclosing the Ballot Form. Resolutions passed by Members through remote e-Voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM) of the Company.
- The facility for Voting shall also be made available at the venue of the AGM for those Members who have not cast their votes earlier.
- The Members who have cast their votes by remote e-Voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- Members can opt for only one mode of voting i.e. either by remote e-Voting or by Ballot Form. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- In case a Member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to [www.roselabsfinancelimited.in](mailto:www.roselabsfinancelimited.in) by mentioning their Folio No./DP ID and Client ID No. The duly completed Ballot Form should reach the Scrutinizer, Shrawan A. Gupta, Practicing Company Secretary, A-102, 1st Floor, Suryakiran CHS, Near HDFC Bank, Chamunda Circle, SVP Road, MTNL Lane, Borivali (W), Mumbai 400 092, not later than Monday, September 23, 2019 (5.00 p.m. IST). Ballot Forms received after this date will be treated as invalid.
- The remote e-Voting period will commence on Friday, September 20, 2019 (9.00 a.m. IST) and will end on Monday, September 23, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 17, 2019, may cast their votes by remote e-voting. The remote e-Voting module will be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 17, 2019.
- Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the dates of the Book Closure (Wednesday, September 18, 2019 to Tuesday, September 24, 2019, both days inclusive) but has ceased to be a Member on the cut-off date i.e. Tuesday, September 17, 2019, he/she will not be entitled to vote. Such person should treat this Notice for information purposes only.
- Mr. Shrawan A. Gupta, Practicing Company Secretary, has been appointed as the Scrutinizer for overseeing the physical voting and remote e-Voting process in a fair and transparent manner.
- The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results will also be uploaded on the BSE Listing Portal.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 24, 2019.

### Procedure for e-Voting as prescribed by NSDL:

**For Members whose e-mail addresses are registered with the Company/Depositories:**  
Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

**For Members whose e-mail addresses are not registered with the Company/Depositories:**

Members will receive a Ballot Form along with the Annual Report. They have two options:

- To opt for voting by Physical Ballot: Those Members who choose to cast their vote by a physical ballot or who do not have access to e-Voting facility, should fill in the Ballot form and post it to the Company OR
- To opt for remote e-voting: Follow the steps mentioned herein below, to cast your votes.

### How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

#### Step 1: How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00001 and EVEN is 111556 then user ID is 111556A00001

- Your password details are given below:
  - If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password" you need to enter the "initial password" and the system will force you to change your password.
  - How to retrieve your "initial password"?
    - If your email ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".
    - If your email ID is not registered, your "initial password" is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Click on "Physical User Reset Password?" (If you are holding shares in physical mode), option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, PAN, name and registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 are given below:

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful log-in at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to "[www.roselabsfinancelimited.in](mailto:www.roselabsfinancelimited.in)" with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
Members may also send their queries relating to e-Voting to Ms Pallavi Mhatre of NSDL, at E-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call Toll free No.: 1800-222-990 / Tel. No.: 022-2499 4545.

### Additional Information:

- The Members are requested to update their mobile numbers and e-mail ID's in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
- Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 17, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and Password for casting the votes.