

**SOM CONSTRUCTION AND
DEVELOPERS LIMITED**

**ANNUAL REPORT
2016-2017**

CORPORATE INFORMATION

Directors	Som Arora (Chairman cum Managing Director) Pooja Arora (Non Executive and Non Independent Director) Sushil Kumar Mohanty (Non Executive and Independent Director) Sanjay Mehrotra (Non Executive and Independent Director)
Auditors	Tandon & Mahendra, Chartered Accountants 14/75, Gopal Vihar, Civil Lines, Kanpur-208
Registered Office	Dosi Bhawan, Paltan Bazar Guwahati, Assam-781001
Corporate Office	R-720, New Rajinder Nagar, New Delhi-110060
Registrar & Transfer Agent	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001
Chief Financial Officer	Shyamu Gupta
Company Secretary	Ankita Sati

SOM CONSTRUCTION & DEVELOPERS LIMITED

Reg. Off.: Dosi Bhawan, Paltan Bazar, Guwahati, Assam
CIN: L70101AS1987PLC002748, Telephone No.: 0361-2544021
Email Id: investors.scdl@rediffmail.com, Website: www.somconstruction.co.in

NOTICE

Notice is hereby given that the 30TH ANNUAL GENERAL MEETING of **SOM CONSTRUCTION AND DEVELOPERS LIMITED** will be held at the registered office of the company situated at Dosi Bhawan, Paltan Bazar, Guwahati, Assam – 781001 on **Tuesday, 19th September, 2017 at 11:30 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 including audited Balance Sheet as on 31st March, 2017 and Statement of Profit and Loss for the year ended on that date and report of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Pooja Arora (DIN No. 00162235), who retires by rotation and is eligible for re-appointment.
3. To appoint the Statutory Auditors of the Company and if thought fit, to pass with or without modifications(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provision of Section 139 of the Companies Act, 2013 M/s R. Mohla & Co. Chartered Accountant, be and hereby appointed as the Statutory Auditor of the Company, for a term of 5 years from the conclusion of this AGM till the conclusion of 35th AGM held in the year 2022 subject to ratification at each annual general meeting held after forthcoming annual general meeting on such remuneration as shall be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Sushil Kumar Mohanty (DIN 06878840), who was appointed as an Additional Director of the Company with effect from 12th May, 2017 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sushil Kumar Mohanty (DIN 06878840), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) years up to conclusion of the 35th AGM of the Company.”

Date: 24.08.2017
Place: Guwahati

Som Arora
(Managing Director)
DIN: 00162268

Add: H-334-L, G/F,
New Rajinder Nagar,
New Delhi-110060

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 4 to 5 above, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as 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. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 12th September, 2017 to Tuesday, 19th September, 2017 (both days inclusive).
4. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited.
5. **Process and manner for members opting to vote through electronic means:**

In Compliance with the provision 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the company is pleased to provide to the members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Securities Limited.

- (i) The voting period begins on 15.09.2017 from 09:00 A.M and ends on 18.09.2017 till 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iv) Click on "Shareholders" tab
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
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- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **SOM CONSTRUCTION AND DEVELOPERS LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

6. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 12th September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
 7. Mr. Rabindra Kumar Satapathy, Practicing Company Secretary (Membership No. 8282) of M/s. Rabi Satapathy & Associates, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 8. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange.
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Statement pursuant to section 102 of Companies Act, 2013 in respect of Item No. 4 & 5 of the Notice:

ITEM NO. 4

Mr. Sushil Kumar Mohanty (DIN 06878840) who was appointed as an Additional Director of the Company on 12th May, 2017 by the Board of Directors under Section 161 of the Act and Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Sushil Kumar Mohanty holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Sushil Kumar Mohanty appointment as a Director.

None of the Directors or Key Managerial Personnel (KMP) other than (Mr. Sushil Kumar Mohanty) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

ITEM No. 5

Mr. Sushil Kumar Mohanty, aged 44 years, is a Science Graduate having the business and corporate advisory experience of more than 25 years and he is associated with various industry and professional associations and actively involved with social service with dedication and spirit. He was awarded by various business forums for his service and expertise. He joined the Board on 12th May 2017. He is non- executive Independent Director of the Company and is considered as an Independent Director as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of 5 (Five) years up to conclusion of the 35th AGM of the Company.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Sushil Kumar Mohanty) or relatives of Directors and KMP is concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

By the Order of the Board

Date: 24.08.2017
Place: Guwahati

Som Arora
(Managing Director)
DIN: 00162268

Add: H-334-L, G/F,
New Rajinder Nagar,
New Delhi-110060

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the brief profile of Director eligible for re-appointment vide item no. 2 is as follows:

Name	Mrs. Pooja Arora
DIN	00162235
Date of Birth	12.09.1974
Date of Appointment	01.08.2002
Qualifications	Graduate
Experience in specific functional areas	15 years experience in Real Estate and NBFC business.
Directorship held in other listed entities	Nil
Number of shares held in the company	25,62,647
Relationship with any Director(s) of the Company	Wife of Mr. Praveen Kumar Arora who is Brother of Mr. Som Arora, Managing Director of the Company
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil

DIRECTOR'S REPORT

To,

The Members,

Your Directors have immense pleasure in presenting their 30th Annual Report on the business and operations of the Company together with the Annual Financial Statements for the Financial Year ended March 31, 2017.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The Company has incurred Net Profit of Rs. 7,129,348.46 (Rupees Seventy One Lakhs Twenty Nine thousand Three hundred Forty Eight only). A Summary of the Financial position is mentioned herein below:-

The Board's Report shall be prepared based on the stand alone financial statements of the company.

(Amount in Rupees)

Particulars	Standalone- Year ended		Consolidated- Year ended	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Profit Before Taxation and Depreciation	7,966,747.87	(5,310,405.54)	7,966,747.87	(5,310,405.54)
Less: Depreciation	-	-	-	-
Profit Before Taxation	7,966,747.87	(5,310,405.54)	7,966,747.87	(5,310,405.54)
Current Tax	1,584,719.00	-	1,584,719.00	-
Less: MAT Credit Entitlement	1,525,418.00	-	1,525,418.00	-
Net Current Tax	59,301	-	59,301.00	-
Less: Deferred Tax written Back	7,78,098.41	(1,680,917.56)	778,098.41	(1,680,394.56)
Profit/Loss after Taxation	7,129,348.46	(3,630,010.98)	7,129,348.46	(3,630,010.98)
Add: Balance Brought forward from Previous Year	20,935,078.96	24,579,472.94	24,289,584.04	26,986,738.55
Profit available for Appropriation	28,064,427.42	20,949,461.96	31,418,932.5	23,356,727.57

STATE OF COMPANY AFFAIRS:

During the year under review the overall performance of the Company was steady and satisfactory. The Company has been mainly carrying on the business of sale and purchase of shares, securities and units. It also earned interest income on FDR's, jobbing profits from shares and interest and dividend from units and mutual funds.

The Company continues to focus its main attention on cost reduction, Assets/Liability – Management and collection. Your company managed to carry out all its business and commercial obligations in time and with dignity.

Your Directors shall continue to put in all efforts to increase the business of the Company and are confident of even better and brighter prospects of the Company.

The Company is considering various possibilities for optimizing the present business activities and also other business proposals, keeping in view the profitability and stability of business of the Company. The Company is also pursuing the possibility into other related activities.

DIVIDEND:

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to general reserves.

CHANGE IN THE NATURE OF BUSINESS & MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There has been no change in the nature of business of the Company between the date of Board Report and end of Financial Year.

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year ended on 31st March, 2017 and the date of the report i.e. 24th August, 2017.

DEPOSITS:

The details in regard to deposits, covered under Chapter V of the Companies Act, 2013 are mentioned hereunder;

a) Amount accepted during the year	Nil
b) Amount remained unpaid or unclaimed as at the end of the year	Nil
c) Default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:	
i) at the beginning of the year	-N/A-
ii) maximum during the year	-N/A-
iii) at the end of the year	-N/A-

The company does not have deposits which are in contradiction of Chapter V of the Act.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

LISTING:

The Equity Shares of your Company are listed with Calcutta Stock Exchange.

NBFC STATUS:

The Company is duly registered with Reserve Bank of India as an NBFC, not accepting public deposits. Since the Company has neither accepted any deposit nor it intends to accept any deposit hence it has duly been passing appropriate resolution in each financial year.

MATTERS RELATED TO DIRECTORS AND KEY MANGERIAL PERSONNEL:

Directors

Your Board currently comprises of four (4) Directors including (2) Independent Directors and (1) Executive Director and (1) Non-Executive- Non Independent Director.

Mr. Manohar Lal and Mr. Sanjay Mehrotra were appointed as Independent Non-Executive Director in the last AGM held on 29th September, 2016 for a period of 5 (Five) years to hold office upto conclusion of the 34th AGM of the Company.

Due to some health issues, Mr. Manohar Lal has resigned from the Board w.e.f. 27th April, 2017 and Mr. Sushil Kumar Mohanty has joined the Board on 12th May, 2017 to hold office upto the ensuing AGM.

Additionally, the Notice of ensuing Annual General Meeting includes a proposal for appointment of Mr. Sushil Kumar Mohanty as an Independent Director not liable for retire by rotation for a period of 5 (Five) Years by passing a ordinary resolution.

In accordance with the provision of the Act and Articles of Association of the company, Mrs. Pooja Arora (DIN:00162235), Director of the Company, retires by rotation at the ensuing General Meeting and being eligible have offered herself for re-appointment.

Declaration by an Independent Director

The Company has complied according to the provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

Re-appointment of Managing Director

During the Year, the Company has re-appointed Mr. Som Arora as Managing Director of the Company for a period of 5 years with effect from 01st April 2016 upto 31st March 2021 in the Extra-Ordinary General Meeting held on 16th June, 2016

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

Board Evaluation

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

DISCLOSURES

Number of Board meeting:

During the year under review, 12 (Twelve) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The details of the Board Meeting are set out in the Corporate Governance Report which forms part of this Report.

Disclosure under Section 134(3) (I) Of Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which would affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

Particulars of Employee and Related Disclosure

The Information as required under the provision of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in a separate [Annexure I](#) to this Directors' Report.

Disclosure as per Section 197 (12) of the Companies Act, 2013:

There are no employees employed throughout the financial year in receipt of remuneration of Rs. 1.02 Crore or more, or employed for part of the year in the receipt Rs. 80 Lakhs or more a month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual return for the financial year ended March, 31, 2017 made under the provision of Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in MGT 9 as a part of this Annual Report as [Annexure II](#).

Particulars of Contracts or Arrangement with Related Parties:

The particulars of contracts, arrangements or transaction with related parties referred to in Section 188(1) of the Companies Act, 2013 for the financial year 2016-17 in the prescribed format, AOC-2 ([Annexure-III](#)) has been enclosed with the report.

Particulars of Loans, Guarantees, Investments under Section 186:

As our Company is a Non-Banking Financial Company therefore, it is specifically exempted under the provisions of the Section 186 of Companies Act, 2013.

Disclosure relating to sweat equity shares:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

Disclosure relating to employee stock option scheme and employee stock purchase scheme:

The Company has not issued any employee stock option scheme and employee stock purchase scheme and hence no information as provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014, has been furnished.

Disclosure of Frauds against the Company

In terms of the provisions of section 134(3)(ca) of the Companies Act, 2013, there were no fraud committed against the Company which are reportable under section 143 of Companies Act, 2013.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

The tenure of M/s. Tandon & Mahendra, Chartered Accountants (Firm Registration No. 003747C), Statutory Auditors of the company will get expired at the ensuing AGM, hence, the Company has appointed M/s. R. Mohla & Co., Chartered Accountants (Firm Registration No. 003716C), Statutory Auditors of the Company for a term of 5 years from the conclusion of this AGM until the conclusion of 35th AGM to be held in the year 2022 subject to the ratification at each annual general meeting held after forthcoming annual general meeting.

They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment pursuant to provision of Section 139 of the Companies Act, 2013.

Explanation to Auditors' remarks:

The Auditor's Report is does not contain any qualification, reservation, remarks or disclaimer and therefore does not call for any further comments or explanations.

Secretarial Audit Report:

In terms of Section 204 of the Act and Rules made there under, M/s. Rabi Satapathy & Associates, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure IV** to this report. The report is self-explanatory and do not call for any further comments.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The names of the companies which have become or ceased to be the Company's subsidiaries, Joint Venture and associate companies during the year under review is provided below :

S. No	Name of the Company	Subsidiary/JV/Associate	Become/ Ceased	Effective Date
1.	NAS Buildcon Private Limited	Associate	Ceased	11.02.2017
2.	Sarthak Retailers Private Limited	Associate	Become	20.01.2007
3.	Velox Projects Private Limited	Associate	Ceased	09.02.2017

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures forms part of this Report in Form AOC-1 as **Annexure V**. The Company does not have any Subsidiary and Joint Venture Company.

VIGIL MECHANISM:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees of the Company to report genuine concerns has been established.

REMUNERATION POLICY:

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

CORPORATE GOVERNANCE:

As per the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has to necessarily comply with the Corporate Governance norms. Accordingly the company has duly complied with the Corporate Governance norms to the extent and in the manner as set out in the Report on Corporate Governance annexed herewith which forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The 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, Foreign exchange earnings and outgo and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. However the following information is being set out under this head:

The operations of the Company are not energy intensive yet, but besides that all possible measures shall be taken to conserve the energy in all related areas.

(i) CONSERVATION OF ENERGY:

The operations of the Company are not energy intensive yet, but besides that all possible measures shall be taken to conserve the energy in all related areas.

(ii) TECHNOLOGY ABSORPTION & RESEARCH AND DEVELOPMENT:

The Company has not imported any technology and has not established any separated research and development unit, however the Company shall always kept itself updated with latest technological innovations by way of constant communications and personal discussions with the experts.

(iii) FOREIGN EXCHANGE EARNING AND OUTGO:

During the year under review there was no a foreign exchange earnings or outgo.

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

Your Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee working in the Company. The Company's Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. During the year, no such case was reported.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of provisions of section 134 (3) (c) of the Companies Act, 2013, your Directors further confirm as under:

- ✚ That in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - ✚ That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial period and of the Profit and Loss of the Company for that period;
 - ✚ That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - ✚ That the Directors have prepared annual accounts of the Company on a going concern basis;
 - ✚ That 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;
 - ✚ That 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.
-

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and thanks for the cooperation, support and assistance extended by shareholders, employees, associates, customers, Bankers, Government Agencies and all other concerns.

By the Order of the Board

Date: 24.08.2017
Place: Guwahati

Som Arora
(Chairman)

Add: H-334-L, G/F,
New Rajinder Nagar,
New Delhi-110060

ANNEXURES OF DIRECTORS' REPORT

ANNEXURE –I

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (q) AND SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Requirements of Rule 5(1)	Details
(i) The ratio of the remuneration of each director to median remuneration of the employees of the company for the financial year	Mr. Som Arora (Managing Director) - 25:4
(ii) The percentage increase in remuneration of each director, chief financial Officer, Chief Executive Officer, Company Secretary or Manger, if any in the Financial year	Directors Mr. Som Arora - No increment Key Managerial Personnel Mr. Shyamu Gupta(CFO)- No increment Ms. Ankita Sati(CS)- 28.57%
(iii) The percentage increase in the median remuneration of employees in the financial year	Nil
(iv) The number of permanent employees on the rolls of the company	6 Employees
(v) Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in salary of employees other than key remuneration personnel is Nil Average percentile increase in salary of key managerial personnel and other than key managerial personnel is 1.35%. The difference between average percentile increase in salary of key managerial personnel and other than key managerial personnel is only 1.35% which is fair and reasonable.
(vi) The Key parameters for any variable component of remuneration availed by the directors;	There is no variable component of remuneration availed by the directors
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	As per the Remuneration Policy of the Company.

ANNEXURE-II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L70101AS1987PLC002748
2	Registration Date	24/07/1987
3	Name of the Company	SOM CONSTRUCTION AND DEVELOPERS LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
		INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	DOSI BHAWAN, PALTAN BAZAR, GUWAHATI, ASSAM - 781001
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 Telephone No.: 033-22435029/22482248

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

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Management of Other Investment Funds	66309	100

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

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Sarthak Retailers Pvt. Ltd.	U51909WB1995PTC067346	Associate	28.3	2(6)

IV. SHARE HOLDING PATTERN									
---------------------------	--	--	--	--	--	--	--	--	--

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,486,368	350,000	5,836,368	78.12%	5,486,368	350,000	5,836,368	78.12%	0.00%

b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	5,486,368	350,000	5,836,368	78.12%	5,486,368	350,000	5,836,368	78.12%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	5,486,368	350,000	5,836,368	78.12%	5,486,368	350,000	5,836,368	78.12%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	1246912	1246912	16.69%	0	1246912	1246912	16.69%	0.00%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,500	235250	240750	3.22%	5500	235250	240750	3.22%	0.00%
ii) Individual shareholders	0	146750	146750	1.96%	0	146750	146750	1.96%	0.00%

holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	5,500	1,628,912	1,634,412	21.88%	5,500	1,628,912	1,634,412	21.88%	0.00%
Total Public (B)	5,500	1,628,912	1,634,412	21.88%	5,500	1,628,912	1,634,412	21.88%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	5,491,868	1,978,912	7,470,780	100.00 %	5,491,868	1,978,912	7,470,780	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Som Arora	3,273,721	43.82%	0	3,273,721	43.82%	0	0.00%
2	Pooja Arora	2,562,647	34.30%	0	2,562,647	34.30%	0	0.00%

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

There has been 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):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Sobha Agarwal						
	At the beginning of the year			34000	0.45%	34000	0.45%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the			34000	0.45%	34000	0.45%

	year						
2	Sudha Agarwal						
	At the beginning of the year			34000	0.45%	34000	0.45%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			34000	0.45%	34000	0.45%
3	Shanti Devi Poddar						
	At the beginning of the year			37000	0.49%	37000	0.49%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			37000	0.49%	37000	0.49%
4	Konica Financial Securities Pvt. Ltd						
	At the beginning of the year			31250	0.41%	31250	0.41%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			31250	0.41%	31250	0.41%
5	Raj Shree Syntex (P) Ltd						
	At the beginning of the year			50000	0.66%	50000	0.66%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			50000	0.66%	50000	0.66%
6	Shristi Trexim (P) Ltd						
	At the beginning of the year			52500	0.70%	52500	0.70%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			52500	0.70%	52500	0.70%
7	Exoon Investment (P) Ltd						
	At the beginning of the year			34250	0.45%	34250	0.45%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			34250	0.45%	34250	0.45%
8	Arhyankar Trexim (P) Ltd.						
	At the beginning of the year			25200	0.33%	25200	0.33%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			25200	0.33%	25200	0.33%

9	Dejoo Valley Investment Co. (P) Ltd						
	At the beginning of the year			32500	0.43%	32500	0.43%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			32500	0.43%	32500	0.43%
10	Carbon Specialties Ltd.						
	At the beginning of the year			355000	4.75%	355000	4.75%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			355000	4.75%	355000	4.75%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SOM ARORA						
	At the beginning of the year			3,273,721	43.82%	3,273,721	43.82%
	Changes during the year			-		-	0.00%
	At the end of the year			3,273,721	43.82%	3,273,721	43.82%

2	POOJA ARORA						
	At the beginning of the year			2,562,647	34.30%	2,562,647	34.30%
	Changes during the year			-		-	
	At the end of the year			2,562,647	34.30%	2,562,647	34.30%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration		Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
	Name		SOM ARORA		
	Designation		MANAGING DIRECTOR		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		12,00,000.00		12,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-		-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Form No. AOC-2

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

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

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

There were no contracts or arrangements or transactions entered in to by the Company during the year ended 31st March, 2017.

2. (I). Details of material contracts or arrangement or transactions at arm's length basis:

S. No	Particulars	Details	Details
1.	Name of the Related Party and nature of relationship	Som Arora, Director of the Company	Som Arora, Director of the Company
2.	Nature of Contract/arrangements /transactions	Sale of Investment held by the company in its Associate Company i.e NAS Buildcon Pvt. Ltd.	Sale of Investment held by the company in its Associate Company i.e Velox Projects Pvt. Ltd
3.	Duration of Contract/arrangements /transactions	Not Applicable	Not Applicable
4.	Salient terms of the contract or arrangements or transactions including the value, if any	-	-
5.	Date(s) of approval by the Board, if any	11.02.2017	09.02.2017
6.	Amount paid as advances, if any	11,350,000	20,400,000

(II). Details of material contracts or arrangement or transactions at arm's length basis:

S.No	Particulars	Details
1.	Name of the Related Party and nature of relationship	Raj Kumar Arora (Brother of Director)
2.	Nature of Contract/arrangements/transactions	Sale of Investment held by the company in its Associate Company i.e Velox Projects Pvt. Ltd
3.	Duration of Contract/arrangements/transactions	Not Applicable
4.	Salient terms of the contract or arrangements or transactions including the value, if any	-
5.	Date(s) of approval by the Board, if any	09.02.2017
6.	Amount paid as advances, if any	9,540,,000

By the Order of the Board

Date: 16.08.2017
Place: Guwahati

Som Arora
(Chairman)

Add: H-334-L, G/F,
New Rajinder Nagar,
New Delhi-110060

ANNEXURE- IV

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

To,
The Members,
Som Construction and Developers Limited
Dosi Bhawan, Paltan Bazar
Guwahati, Assam-781001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Som Construction and Developers Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct /statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period ended on 31ST March, 2017 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31ST March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder, as applicable;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable as the Company did not issue any security during the financial year under review;**
 - d) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
-

(effective 28th October 2014) - **Not applicable as the Company did not granted any options to its employees during the financial year under review;**

- e) Securities and Exchange Board of India (Issue and Listing of Debt Securities Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
- 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 as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review;**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back any of its securities during the financial year under review;**

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange and SEBI (LODR) Regulation 2015 to the extent applicable to the Company.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the financial year under review;

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

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the Minutes.

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

We further report that during the audit period, no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **RABI SATAPATHY & ASSOCIATES**
Company Secretaries

(R. K. Satapathy)
Membership No. FCS 08282
CP No: 4270

Date: 03.08.2017
Place: New Delhi

Annexure-V

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART A: Subsidiaries

The Company does not have any subsidiary and Joint Ventures.

PART B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies:

Name of associates	Sarthak Retailers Pvt. Ltd.
1. Latest audited Balance Sheet Date	31.03.2017 (Audited)
2. Date on which Associate was associated or acquired	20.01.2007
3. Shares of Associate held by the company on the year end	70000
Amount of Investment in Associates	700,000
Extend of Holding %	28.28%
4. Description of how there is significant influence	Shareholding exceeding 20% of paid-up share capital
5. Reason why the associate is not consolidated	Associate has been Consolidated
6. Net worth attributable to shareholding as per latest audited Balance Sheet	36,697,828.58
7. Profit/Loss for the year	(11,777.77)
i. Considered in Consolidation	(11,777.77)
ii. Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations- Nil

2. Names of associates or joint ventures which have been liquidated or sold during the year- Nil

For and on behalf of the Board

For Som Construction and Developers Limited

Som Arora
(Managing Director)
DIN: 00162268

Pooja Arora
(Director)
DIN: 00162235

Ankita Sati
(Company Secretary)
PAN: CAHPS5339F

Shaymu Gupta
(Chief Financial Officer)
PAN: AELPG7016H

RELATED PARTY DISCLOSURE

Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount

The Company has made the following transactions with the related parties:

Particulars	Amount (Rs.)	
	As at 31 st March, 2017	As at 31 st March, 2016
1. Business Bay Corporate Towers Pvt. Ltd.		
Opening (Dr.)	20,383,556.00	3,350,000.00
Loan Given	36,400,000.00	16,500,000.00
Interest Received on Loan	1,744,571.00	533,556.00
Loan Repayment	-	-
Closing (Dr.)	58,528,127.00	20,383,556.00
2. Multistar Informatic Pvt. Ltd.		
Opening (Dr.)	10,720,000	10,000,000.00
Loan Given	-	-
Interest Received on Loan	547,042	720,000
Loan Repayment	3700,000	-
Closing (Dr.)	7,567,042	10,720,000.00
3. Som Arora (Sale of Investment)		
Nas Buildcon Pvt. Ltd.	11,350,000	-
Velox Projects Pvt. Ltd.	20,400,000	-
Total	31,750,000	
4. Raj Kumar Arora (Sale of Investment)		
Velox Projects Pvt. Ltd.	9,540,000	-
Total	9,540,000	

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW

SCDL is a Non-Deposit taking NBFC with a record of consistent growth and profitability. This Management Discussion and Analysis Report have to be read in conjunction with the Company's financial statements, which follows this section. The Financial Statements have been prepared in compliance with the requirements of the Companies Act, 2013, Accounting Standards and the directions issued by Reserve Bank of India for Non-Banking Financial Companies from time to time, wherever applicable. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. The following discussion may include forward looking statements which may involve risks and uncertainties, including but not limited to the risks inherent to Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially.

NON-BANKING FINANCE COMPANY (NBFC) OUTLOOK

NBFCs being financial intermediaries are engaged in the activity of bringing the saving and the investing community together. In this role they are perceived to be playing a complimentary role to banks rather than competitors, as it is a known fact that majority of the population in the country do not yet have access to mainstream financial products and services including a bank account. Therefore, the country needs institutions beyond banks for reaching out in areas where banks' presence may be lesser. Thus, NBFCs have carved niche business areas for them within the financial sector space and are also popular for providing customized products. In short, NBFCs bring the much needed diversity to the financial sector thus diversifying the risks, increasing liquidity in the markets thereby promoting financial stability and bringing efficiency to the financial sector.

According to an RBI report, the role of the NBFC sector in the Indian financial system has become critical in terms of its size, spread and niche areas of operation.

The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments. Not only have they shown success in their traditional bastions (passenger and commercial vehicle finance) but they have also managed to build substantial assets under management (AUM) in the personal loan and housing finance sector which have been the bread and butter for retail banks. Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve.

In fact the NBFCs have all the key characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time. NBFCs in given restrictive environment over the years have played tremendous role in financial Inclusion. The success factors of their business has been by making the most of their ability to contain risk, adapt to changes and tap demand in markets that are likely to be avoided by the bigger players. Thus the need for uniform practices and level playing field for NBFCs in India is indispensable.

OPPORTUNITIES

We believe that despite the current headwinds, the long- term India growth story is intact and the recent improvement in the macro-economic indicators bodes well for a diversified financial services firm. We see immense opportunities coming our way and beyond as under:

- India is already recording the fastest rate of growth within the large economies in the world and various projections for FY 2016-17 by the World Bank or IMF etc, indicate that India will continue to occupy top position. With this, we see large opportunities for us to grow our diversified business.
-

- Government has announced a number of policy measures to achieve the projected GDP growth in 2016-17. This includes, approval for large infrastructure projects, addressing challenges of mining and power sectors, increasing foreign investment limits in Insurance and Pension, Asset Reconstruction Companies, E-commerce, Stock Exchanges, Food Processing, Ports, etc. Growth in agricultural sector output and expectations of good monsoon will drive demand from rural areas.
- Social, Mobility, Analytics and cloud Computing (SMAC) is the emerging trends in technology. The recent Government initiatives in respect of Digital India will also open up access to whole set of new clients and this will surely lead to a change in the manner financial services are delivered or consumed.
- We believe the policy liberalisation and forward –looking regulatory changes will help markets grow in size, thus making available wider opportunities for providers of financial services.

THREATS

- Inflationary pressures, slowdown in policy making and reduction in household savings in financial products.
- Competition from local and multinational players.
- Execution risk
- Regulatory changes.
- Attraction and retention of human capital.

RISK AND CONCERNS

SCDL is exposed to specific risks that are particular to its businesses and the environment within which it operates, including market risk, credit risk, operational risk, liquidity and interest rate risk ,regulatory risk, human resource risk , execution risk , information security risks and macro-economic risks.

The Company has a strong Risk Management System for identification, monitoring, mitigation and reporting of the risks associated with its operations. These are comprehensively documented in policy statements and standard operating practices, while formal reporting is addressed to the Company's Audit Committee and Board. Appropriateness and adequacy of risk assessment methodology is reviewed by the Risk Management Committee of the Board which oversees the effectiveness of risk management processes, assessment of emerging risks and mitigation thereof and adequacy of response to developments in the regulatory regime.

Risk Management policies and practice was comprehensively reviewed during the year in the process of testing of internal controls for financial reporting; a few procedural gaps were identified and have been remediated.

INTERNAL CONTROL SYSTEM

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently.

Moreover, SCDL continuously upgrades these systems in line with the best available practices. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

SCDL has institutionalized a strong compliance culture across the group recognizing that transparency and trust amongst all its stakeholders can be achieved only through this. We have a Global Compliance Group and Business Compliance Group that ensure compliance with all applicable laws.

HUMAN RESOURCES

The Company firmly believes that its Human Resource is most valuable assets and it contributes towards the performance of the Company in a substantial way. The Company has devised various development programs for the employees through internal as well as external training program. The Company has a robust performance management system in place which recognizes the performers and accordingly rewards the employee. The Board of Directors places on record their appreciation to all the employees of the Company for their sustained efforts, dedication and hard work during the year.

ACKNOWLEDGEMENT

The Board of directors takes this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the Company which has helped the Company maintain its growth. The Directors also wish to place on record their appreciation for the support extended by the Reserve Bank of India, other regulatory and government bodies, Company's auditors, customers, bankers, promoters and shareholders.

CORPORATE GOVERNANCE

Your Company firmly believes that maintain the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decision and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

The philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulation") encompassing the fundamental of rights and roles of various stakeholders of the Company, timely information, equitable treatment, role of stakeholders, disclosure and transparency and board responsibility.

Your Company is in Compliance with the requirements on Corporate Governance as they stood during the relevant period of FY 2016-17.

A report on the Compliances of Corporate Governance requirements under the Listing Regulation and the Practices/ Procedures followed by your Company for the year ended March 31, 2017 is detailed below:

COMPOSITION OF BOARD OF DIRECTORS

Your Company has optimum combination of Executive, Non-executive Directors and Independent Directors in conformity with Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015.

The present strength of the Board of Director is a mix of 4 (Four) Directors, which include 1 (one) Executive Director and 3 (Three) Non-Executive Directors (including Woman Director) out of which 2 (Two) Directors are Non-Executive and Independent Director as on March 31, 2017.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1) (b) of the Listing Regulation. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Regulation 26(1) of the Listing Regulations.

The functions of the Board include formulation of strategic business plans, budgets, setting up of goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

The Composition of Board of Directors as on March 31, 2017 and other relevant details are as under:

<i>Name</i>	<i>Designation</i>	<i>Category</i>	<i>Attendance of Board Meeting</i>		<i>Directorships (A)/Mandatory committee (B) Memberships</i>		
			<i>Held</i>	<i>Attend</i>	<i>No. of Directorship held in all Companies #</i>	<i>No. of Board Committees membership held in all Companies @</i>	<i>No. of Board Committees Chairmanship held in all public Companies@</i>
<i>Mr. Som Arora</i>	<i>Managing Director</i>	<i>Executive Director</i>	<i>12</i>	<i>12</i>	<i>19</i>	<i>1</i>	<i>-</i>

<i>Mrs. Pooja Arora</i>	<i>Director</i>	<i>Non-Executive Non Independent Director</i>	12	12	4	-	-
<i>Mr. Sanjay Mehrotra</i>	<i>Director</i>	<i>Non-Executive Independent Director</i>	12	12	18	3	1
<i>Mr. Manohar Lal</i>	<i>Director</i>	<i>Non-Executive, Independent Director</i>	12	12	2	3	2

including Som Construction and Developers Limited

@ Board Committees, for this purpose includes Audit Committee and Stakeholder relationship committees

Also, a separate meeting of Independent Directors was held on **March 24, 2017**, which was attended by the following Independent Directors:

1. Mr. Sanjay Mehrotra
2. Mr. Manohar Lal

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulation, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (Including Chairman) and the Board as well as flow of Information between the Management and the Board to be Satisfactory. All Independent directors were present in the meeting.

None of the Directors are related to each other in terms of definition of relative given under Companies Act, 2013

None of the Independent Directors has any pecuniary relationship, transaction or association with the Company.

BOARD MEETING

The Board oversees the entire functioning of the Company and is involved in strategic decision making on a collective basis.

The Company Secretary under the direction of the Chairman and in consultation with Chief Financial Officer prepares the agenda for the meetings along with the notes thereto and circulates it to the Directors, along with the notice of the meeting.

12 (Twelve) Meetings of the Board of Directors were held during the year:

- (i) 5th April, 2016
- (ii) 20th May, 2016
- (iii) 27th May, 2016
- (iv) 2nd July, 2016
- (v) 18th July, 2016
- (vi) 6th August, 2016
- (vii) 30th August, 2016
- (viii) 28th September, 2016
- (ix) 14th November, 2016
- (x) 6th February, 2017
- (xi) 9th February, 2017
- (xii) 11th February, 2017

The separate meeting of Independent Directors was held 24th March, 2017.

ANNUAL GENERAL MEETING

The Annual General Meeting for the Year ended 31st March, 2016 was held on 29th September, 2016. All the Directors had attended the meeting.

SHAREHOLDINGS OF DIRECTORS IN THE COMPANY AS ON MARCH 31, 2017:

Name	Number of equity Shares	% of total paid up share capital
Mr. Som Arora	3273721	43.82
Mrs. Pooja Arora	2562647	34.30

The Company has not issued any convertible securities.

AUDIT COMMITTEE

Terms of reference:

The terms of reference of Audit Committee are in accordance with the requirements of Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013.

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

The Audit Committee will also be responsible for holding discussions with Auditors periodically about:

- Internal control system and compliance thereof.
- Scope of audit including observations of the auditors.
- Review of the quarterly, half yearly and annual financial statements before submission to the Board.

The Audit Committee is further responsible for: -

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 - Reviewing with the management the annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and guidelines of stock exchange(s), major accounting entries, qualifications in draft audit reports, related party transactions & the going concern assumption.
 - Holding discussions with external auditors to ascertain any area(s) of concern.
 - Reviewing the Company's financial and risk management strategies.
 - The statutory auditors of the Company are invited to attend the meetings whereas the Audit committee holds discussion with the statutory auditors on the quarterly account subjected to their Limited Review, yearly audit plan, matters relating to compliance with Accounting standards, their observations on matter arising out of annual audit and other related.
-

Composition

The Audit Committee consists of following members as under:

<i>Name of Member</i>	<i>Designation</i>	<i>Category</i>
<i>Mr. Sanjay Mehrotra</i>	<i>Chairman</i>	<i>Independent Director, Non-Executive Director</i>
<i>Mr. Manohar Lal</i>	<i>Member</i>	<i>Independent Director, Non-Executive Director</i>
<i>Mr. Som Arora</i>	<i>Member</i>	<i>Managing Director, Executive Director</i>

The Chief Financial Officer, Statutory Auditors are invites to the relevant meetings of the Audit Committee in respect of businesses related to them. The Company Secretary act as Secretary to the Audit Committee

Meetings and Attendance

The Audit Committee comprises of 2 (Two) Non-Executive (Independent) Directors, 1 (One) Executive Director having expertise in the field of Financial Management. Mr. Sanjay Mehrotra was elected as Chairman of committee by the members.

4 (Four) meetings of the Audit Committee were held during the year:

- (a) 27th May, 2016
- (b) 6th August, 2016
- (c) 14th November, 2016
- (d) 06th February, 2017

The attendance of members of Audit Committee at the Committee meetings during the year ended March 31, 2017 is as under:

<i>Name of Member</i>	<i>Number of Meeting</i>	
	<i>Held</i>	<i>Attend</i>
<i>Mr. Sanjay Mehrotra</i>	<i>4</i>	<i>4</i>
<i>Mr. Manohar Lal</i>	<i>4</i>	<i>4</i>
<i>Mr. Som Arora</i>	<i>4</i>	<i>4</i>

NOMINATION AND REMUNERATION COMMITTEE

Terms of reference:

The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The object of formulating Nomination and Remuneration Committee is as follows:

- To formulate the criteria for determining the qualifications, positive attributes and independence of Directors and recommend to the Board their a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- To review and approve the Executive Directors' remuneration on behalf of the Board, subject to the approval of the Shareholders, as follows:
 - Elements of the remuneration package that is salary, perquisites, retirement benefits, separation compensation and the structure of the remuneration package viz. the proportion of fixed and variable component;

- Changes in the remuneration package, terms of appointment, notice period, severance fees, recruitment, retention and termination policies and procedures;
 - Key performance indicators, the actual performance vis-à-vis the key performance indicators and amount of the annual performance linked incentive;
- To recommend to the Board a policy, relating to the remuneration of the Executive Directors, Key Managerial personnel and other employees;
- To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;

Composition:

The Nomination and Remuneration Committee consists of following members as under:

<i>Name of Member</i>	<i>Designation</i>	<i>Category</i>
<i>Mr. Manohar Lal</i>	<i>Chairman</i>	<i>Independent Director, Non-Executive Director</i>
<i>Mr. Pooja Arora</i>	<i>Member</i>	<i>Non Independent Director, Non-Executive Director</i>
<i>Mr. Sanjay Mehrotra</i>	<i>Member</i>	<i>Independent Director, Non-Executive Director</i>

MEETING AND ATTENDANCE DURING THE YEAR

1 (One) meeting of Nomination and Remuneration Committee was held on 20th May, 2016 during the year under review.

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2016-17

Mr. Som Arora, Managing Director, was paid a salary of Rs. 12,00,000/- (Rupees Twelve Lakhs only) during the Year 2016-17 and no other remuneration was paid to any other Non-Executive Director.

REMUNERATION POLICY

Remuneration of employees consists of basic salary and perquisites. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance.

The objective of the remuneration policy is to motivate employees to excel in their Performance, recognize their contribution, retain talent in the organization and reward Merits.

Remuneration Policy for Board Members, Key Managerial Personnel and other Employees:

A. Objective

Nomination and Remuneration Committee of the Board shall recommend this Policy to the Board, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The objective of this policy is to ensure that:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors,
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

B. Remuneration to Executive Directors

The Remuneration to be paid to Executive Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Remuneration structure of the Executive Directors shall include following components:
 - a. Fixed Pay
 - b. Perquisites and allowances
 - c. Commission
2. The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by shareholders.
3. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act.

C. Remuneration to Non-Executive/Independent Directors

The Remuneration to Non-Executive/Independent Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Commission-based payment

Non-Executive/Independent Directors of the Company may be paid an amount not exceeding one percent of the net profits of the Company in terms of provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and as approved by the shareholders.

2. Sitting fee

Non-Executive/Independent Directors of the Company shall be paid a sitting fee for attending the Board as well as the Committee meetings as per the Companies Act, 2013 and Rules made thereunder as amended from time to time.

3. Employee Stock Options (ESOP)

An Independent Director shall not be entitled to any stock option of the Company.

4. Pension

The Board of Directors of the Company are not covered by any pension scheme or any defined benefit pension scheme.

5. Reimbursement of expenses

The Company shall reimburse the Directors all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

D. Remuneration of Key Managerial Personnel (KMP) and Senior Management Personnel

Remuneration of KMP's (excluding the Managing Director and Executive Director, which is already covered above) and senior management personnel shall be reviewed /decided on an annual basis, or earlier if deemed necessary, by the Nomination and Remuneration Committee.

The Remuneration shall consist of the following components:

- Fixed remuneration
-

- Variable pay
- Incentives if any
- Employee Stock Options (ESOP)
- Reimbursement of expenses

Policy Review

This Policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

GENERAL BODY MEETINGS

Details of location, time and date of the General Body Meetings held during the last three years is as follows:

<i>Date of AGM/EGM</i>	<i>Time</i>	<i>Venue</i>	<i>Special Resolution passed, if any</i>
<i>16th June, 2016</i>	<i>11:00 A.M</i>	<i>Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001</i>	<i>None</i>
<i>29th September, 2016</i>	<i>11:00 A.M</i>	<i>Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001</i>	<i>None</i>
<i>29th September, 2015</i>	<i>11:30 A.M</i>	<i>Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001</i>	<i>None</i>
<i>29th September, 2014</i>	<i>11:30 A.M.</i>	<i>Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001</i>	<i>None</i>

Detail of Attendance at the AGM held for FY 15-16

AGM Date:	Mr. Som Arora	Mrs. Pooja Arora	Mr. Manohar Lal	Mr. Sanjay Mehrotra
29 th September, 2016	Yes	Yes	Yes	Yes

One Special resolution has been passed through postal ballot passed for Voluntary Delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited. Mr. Asit Kumar Labh conducted the postal ballot exercise as a Scrutinizer.

MEANS OF COMMUNICATION

The Annual, Half yearly and quarterly financial results of the Company and other Notices are submitted to the Calcutta Stock Exchange in accordance with the provisions of the Listing Regulations and the same are generally being published in **The Times of India**, Guwahati and **Niyomiya Barta**, Assam. The results and other notices are simultaneously posted on company website of the Company www.somconstruction.co.in.

GENERAL SHAREHOLDERS' INFORMATION

(i) Annual General Meeting Information:

<i>Day and Date</i>	<i>Friday, 15th September, 2017</i>
<i>Time</i>	<i>11:30 AM</i>
<i>Venue</i>	<i>Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001</i>
<i>Book Clousre</i>	<i>Thursday, 7th September, 2017 to Friday, 15th September, 2017 (both days inclusive).</i>
<i>Dividend and Payment date</i>	<i>Not Applicable</i>

Financial Year of the Company: 1st April to 31st March each year

DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS UNDER REGULATIONS 17 TO 27 AND REGULATION 46(2) (B) TO (I) OF SEBI (LODR), REGULATIONS, 2015

All complied with except Regulation 24 as it is not applicable to the Company.

DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

All transactions with related parties were in the ordinary course of business. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

Details of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. None

Details of establishment of Vigil Mechanism

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 rules framed thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company has duly established a Vigil Mechanism/ Whistle Blower Policy for Directors and Employees of the Company Mr. Som Arora, Managing Director of the Company does hereby affirm that no personnel are being denied access to the Audit Committee to report genuine concerns.

Subsidiary

The Company doesn't have any subsidiary and thus it has not adopted any policy for determination of material subsidiaries.

Web link of the Policy on dealing with related party transactions is as follows www.somconstruction.co.in

The Nature of business of the Company doesn't involve any Commodity Price Risk/ Foreign Exchange Risk and doesn't require any hedging activities.

NON COMPLIANCE AND REASON(S) THEREOF

The Company has complied with all the provisions of Corporate Governance related to the matters enumerated in the point II to X above to the extent applicable.

STOCK EXCHANGES ON WHICH THE COMPANY'S SHARES ARE LISTED

- The Company's shares are listed on CSE (The Calcutta Stock Exchange Limited) under stock code 011588
- The Listing Fee for the financial year 2016-17 has been paid to stock Exchange.
- The Custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2017 and paid on receipt of invoices.

SHARE PRICE DATA

There has been no trading of shares at Calcutta Stock Exchange Limited during the last financial year. Hence no data is available.

REGISTRAR AND TRANSFER AGENTS

Maheshwari Datamatics Private Limited
23, R N Mukherjee Road, 5th Floor,
Kolkata -700001
Email: - mdpldc@yahoo.com

SHARE TRANSFER SYSTEM

M/s. Maheshwari Datamatics Private Limited is acting as the Registrar and Transfer Agent of the Company. The Shares lodged for transfer are processed and share certificates duly endorsed are return within the stipulated time, subject to documents being valid and complete in all respects.

Your Company obtains a half yearly compliance certificate from Company Secretary in Practice as required under Listing Regulation.

DISTRIBUTION OF SHAREHOLDING

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Upto 500	546	80.7692	101525	1.3590
501-1000	7	1.0355	6750	0.0904
1001-2000	27	3.9941	52000	0.6960
2001-3000	14	2.0710	39725	0.5317
3001- 4000	10	1.4793	38675	0.5177
4001-5000	12	1.7751	59500	0.7964
5001-10000	20	2.9586	153550	2.0553
Above 10000	40	5.9172	7019055	93.9534
Grand Total	676	100.00	7470780	100.00

OUTSTANDING GDR/ADRS/ WARRANT(S)/CONVERTIBLE INSTRUMENTS

The Company has not issued any of the Securities stated above

DEMATERIALIZATION

The Company has entered into necessary agreements with NSDL and CDSL (Depositories) for dematerialization of shares held by the investors.

Demat ISIN No. in NSDL & CDSL: Equity Shares – INE853C01010

As on 31st March 2017, 73.51% shares are dematerialized.

ADDRESS FOR CORRESPONDENCE

Registered Office
Dosi Bhawan, Paltan Bazar,
Guwahati, Assam- 781001
Email: investors.scdl@rediffmail.com

ANNEXURE-A

DECLARATION TO CODE OF CONDUCT

To,
The Members,
Som Construction and Developers Limited,

Declaration by Managing Director of the Company on code of conduct as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby confirm that all Board Members and Senior Management personnel have conveyed their acceptance to the "Code of Business Conduct and Ethics for Board Members and Senior Management".

Place: Guwahati
Date: 24.08.2017

Som Arora
(Managing Director)

Add: H-334-L, G/F,
New Rajinder Nagar,
New Delhi-110060

ANNEXURE-B

CERTIFICATION BY CHIEF FINANCIAL OFFICER
{As required under Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015}

To,
The Board of Directors,
Som Construction and Developers Limited

I, the undersigned, in my capacity as Chief Financial Officer of the Som Construction and Developers Limited ('the Company'), to the best of my knowledge and belief certify that:

- a) I have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2017 and based on our knowledge and belief, I state that:
 - 1) these statements do not contain any materially untrue or omit any material fact or contain any statement that might be misleading;
 - 2) these statements together present a true and fir view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate of the Company's Code of Conduct.
- c) I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operation of internal controls, if any, of which I am aware and the steps taken or propose to be taken to rectify these deficiencies.
- d) I have indicated to the Auditors an Audit committee that:
 - 1) There have not been any significant changes in internal control over financial reporting during the year under reference.
 - 2) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - 3) I am not aware of any material instances during the year of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Guwahati
Date: 24.08.2017

Shyamu Gupta
(Chief Financial Officer)
PAN: AELPG7016H

CERTIFICATION BY STATUTORY AUDITOR
(As required under Schedule V (D) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015)

To the Members of Som Construction and Developers Limited,

We have examined the compliance conditions of Corporate Governance of Som Construction and Developers Limited for the year ended March 31, 2017 as stipulated in Chapter IV of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The Compliance with the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the company for ensuring compliance with the conditions of the corporate governance.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance in the above mentioned Listing Agreement/ Listing regulations, as applicable.

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

For **TANDON & MAHENDRA**

Chartered Accountants

Saurabh Shukla

(Partner)

M. No. 405240

14/75, Civil Lines,

Kanpur

Place: Kanpur

Date: 24.08.2017

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Som Construction and Developers Limited,

Report on the Stand Alone Financial Statements

We have audited the accompanying standalone financial statements of Som Construction and Developers Limited (“the Company”), which comprise the Balance Sheet as at March 31st, 2017; the Statement of Profit and Loss Statement and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Stand Alone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these stand alone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company’s directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted

in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

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 the Annexure A, 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 purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss Statement, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone 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 31st, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 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 does not have any pending litigation which would impact its financial position.
 - ii) The company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the investor education and protection fund by the company.
 - iv) The company has provided requisite disclosure in the financial statement as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedure and relying on the management representation we report that the disclosure are in accordance with the books and account maintained by the company and as produced to us by the Management –Refer **Note No-23**.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

Saurabh Shukla
(Partner)
M.No. 405240
Place : Kanpur
Date : 26.05.2017

ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

[Referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our Report of even date]

- (i) In respect of its fixed assets:
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us all fixed assets have been physically verified by the management at reasonable intervals, having regard to the size of the company and nature of its assets and no discrepancies were noticed on such physical verification.
 - c) As per the records produced before us and explanations provided to us the company does not own any immovable property.

- (ii) In respect of its inventories:
 - a) As explained to us the company is dealing in shares and securities which has been verified by the management from time to time from the demat account and other records of the company. In our opinion and on the basis of our examination of the records, the company is maintaining proper records of inventory and no material discrepancies were noticed on the verification between the physical stocks and the book records.

- (iii) The company has granted loans to parties covered in the register maintained under section 189 of the companies Act 2013,
 - a) In our opinion, the rate of interest and other terms and condition on which the loans had been granted to the parties listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the company.
 - b) The loans so granted are re-payable on demand and there is no stipulated schedule of re-payment. However, interest, wherever applicable, is credited by the parties, to the account of the company as at the year end on pro-rata basis.
 - c) There are no overdue amounts in respect of the loan granted to a parties listed in the register maintained under section 189 of the Act.

- (iv) In our opinion and according to the information and explanations given to us, the company being a Non banking Financial Company has granted loan to corporate bodies in normal course of business and has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans, investments, guarantees, and security.

- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- (vi) The Central Government has not prescribed the maintenance of cost records in respect of the Company under section 148 (1) of the Companies Act, 2013.

- (vii) In respect of Statutory dues:
 - a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it. No such

dues were in arrears, as at 31.03.2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues outstanding against the company owing to any dispute with respect to income tax, wealth tax, sales tax, service tax, custom duty, excise duty and Cess.
- (viii) In our opinion and according to the information and explanations given to us, the company has not taken any loan from the financial institution, bank or debenture holders during the year under review.
- (ix) As explained to us and as per the records, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, provisions of clause (ix) of paragraph 3 of the Order is not applicable to the company.
- (x) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with the Schedule V to the Act.
- (xii) Since, the company is not a nidhi company, therefore provisions of clause (xii) of para 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
- (xiii) As explained to us and as per the records of the company, the transactions with the related party have been made in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements as required by applicable Accounting Standards.
- (xiv) As explained to us and as per the records, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As explained to us and as per the records, the company has not entered into any non-cash transactions with directors or persons connected with him during the year under review.
- (xvi) As explained to us and as per the records, the company is required to and has been registered under section 45-IA of the Reserve Bank of India Act, 1934 vide registration No.B 08.00031 dated 23.06.2010.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

Saurabh Shukla
(Partner)
M No.405240
Date : 26.05.2017
Place: Kanpur

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Som Construction and Developers Limited

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

We have audited the internal financial controls over financial reporting of Som Construction and Developers Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone 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’).These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over

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

Opinion

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

**For Tandon & Mahendra
Chartered Accountants
FRN: 003747C**

**Saurabh Shukla
(Partner)
M. No. 405240
Place: Kanpur
Date : 26.05.2017**

AUDITOR'S REPORT

{Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016}

To,
The Board of Directors
Som Construction & Developers Limited
Guwahati,

1. We have audited the accompanying financial statements of Som Construction & Developers Limited, ("the company"), which comprise the Balance sheet as at 31.03.2017, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and summary of significant accounting policies and other explanatory information and have issued an unqualified opinion vide our report dated 26.05.2017.
2. As required by the paragraphs 3 and 4 of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, Issued by the Reserve Bank of India ("the RBI") vide Direction No. DNBS.PPD..03/66.15.001/2016-17 and based on our audit, we report on the matters specified in the paragraphs 3 and 4 of the said directions:
 - a. The Company is engaged in the business of Non-Banking Financial Institution (without accepting or holding public deposits) and pursuant to the provisions of section 45(1A) of the Reserve Bank of the India Act, 1934 (as amended) it has obtained a certificate of registration vide certificate No. B.08.00031 Date 23.06.2010.
 - b. In our opinion, and in terms of the Company's asset and income pattern for the year ended and as at 31st March, 2017, the company is entitled to continue to hold the certificate of registration issued by the RBI.
 - c. The Company is not an asset finance company as defined under the Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions 1998.
 - d. The Board of Directors of the company in their meeting held on 06th April, 2017 has passed a resolution for non acceptance of any public deposit during the year ended 31st March 2017.
 - e. The Company has not accepted any public deposit during the year ended 31st March, 2017.

- f. In our Opinion and to the best of our information and according to the explanations given to us, the company has complied with the prudential norms issued by the RBI in relation to recognition of income, accounting standards, asset classification and provisioning for the bad and doubtful debts as applicable to it.
- g. The Company is not a Systematically Important Non-Deposit Taking NBFC as defined in “Systemically Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2015.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

(Saurabh Shukla)
Partner
M. No. 405240
Place: Kanpur
Date: 26.05.2017

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

BALANCE SHEET AS AT 31st MARCH, 2017

PARTICULARS	NOTE	Amount in Rs.	
		As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	74,707,800.00	74,707,800.00
(b) Reserves and Surplus	3	167,413,133.90	160,403,814.44
(2) Non-Current Liabilities			
(a) Long Term Provision	4	572,689.00	452,660.00
(3) Current Liabilities			
(a) Trade Payables	5	4,350,985.98	-
(b) Other Current Liabilities	6	329,866.00	250,316.00
(c) Short Term Provisions	7	1,584,719.00	-
Total		248,959,193.88	235,814,590.44
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	10,845.47	10,845.47
(b) Non-current Investments	9	700,000.00	43,100,000.00
(c) Deferred Tax Asset	10	896,079.15	1,681,640.56
(d) Long Term Loans and Advances	11	229,075,783.00	181,064,170.00
(2) Current Assets			
(a) Inventories	12	12,835,424.00	5,022,678.75
(b) Cash and Cash Equivalents	13	711,833.92	3,026,640.30
(c) Short Term Loans and Advances	14	4,535,165.10	1,743,623.10
(d) Other Current Assets	15	194,063.24	164,992.26
Total		248,959,193.88	235,814,590.44
Significant Accounting Policies	1	-	-
Notes are an integral part of the financial statements.	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED**For Tandon & Mahendra****Firm Regn No. 003747C****Chartered Accountants****(Saurabh Shukla)****Partner****Membership No. 405240****Place : Kanpur****Date : 26.05.2017****For and on behalf of the Board
FOR M/s Som Construction & Developers Ltd.****Som Arora
Managing Director
(DIN:00162268)****Pooja Arora
Director
(DIN:00162235)****Ankita Sati
Company Secretary****Shyamu Gupta
Chief Financial Officer**

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED
CIN: L70101AS1987PLC002748
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2017

PARTICULARS	NOTE	Amount in Rs.	
		Year Ended 31-March 2017	Year Ended 31-March 2016
I REVENUE:			
Revenue From Operations	16	89,453,701.32	38,059,479.40
Other Income	17	5,081,075.00	454,666.76
Total Revenue		94,534,776.32	38,514,146.16
II EXPENSES :			
Purchases of Stock in Trade	18	90,875,632.43	36,387,637.98
Changes in Inventories of Stock in Trade	19	(7,812,745.25)	4,297,507.67
Employee Benefit Expenses	20	2,659,855.00	2,497,120.00
Depreciation and Amortization Expenses	8	-	-
Other Expenses	21	845,286.27	642,286.05
Total Expenses		86,568,028.45	43,824,551.70
III PROFIT BEFORE TAX FROM CONTINUING OPERATIONS		7,966,747.87	(5,310,405.54)
(There is no discontinuing operation)			
Less : Tax Expenses :			
1) Current Tax		1,584,719.00	-
Less: MAT Credit Entitlement		1,525,418.00	-
		59,301.00	-
2) Deferred Tax		785,561.41	(1,680,917.56)
3) Short Provision for Income Tax A.Y.2015-16		-	523.00
4) Mat credit entitlement of previous year		7,463.00	-
IV PROFIT FOR THE YEAR		7,129,348.46	3,630,010.98
V BASIC & DILUTED EARNING PER SHARE (in Rs.)	29		
(a) Basic		0.95	0.49
(b) Diluted		0.95	0.49
Significant Accounting Policies	1		
Notes are an integral part of the financial statements.	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED
For TANDON & MAHENDRA
Firm Regn No. 003747C
Chartered Accountants

For and on behalf of the Board
FOR M/s Som Construction & Developers Ltd.

(Saurabh Shukla)
Partner
Membership No. 405240
Place : Kanpur
Date : 26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS

Note:1 SIGNIFICANT ACCOUNTING POLICIES

1.1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

A. SYSTEM OF ACCOUNTING :

The Accounts are prepared under the historic cost convention on Going concern concept as per the mandatory accounting standards. The Company generally follows mercantile system of accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

B. USE OF ESTIMATES :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

C. CONSISTENCY :

Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.

1.2. FIXED ASSETS

All fixed assets are stated at cost, comprising of purchase price, duty, levies and any direct attributable cost of bringing the assets to their working condition for the intended use but net of cenvat credit availed and net of accumulated depreciation, amortization and impairment losses.

1.3. DEPRECIATION

Depreciation is provided on written down value method on the basis of useful life of the assets in the manner prescribed in Schedule II to the Companies Act, 2013 .

1.4. RECOGNITION OF INCOME & EXPENSES:

- (i) Revenue from sale of shares is recognised only when risks and rewards incidental to ownership of shares are transferred to the customer, which is mostly through recognized stock exchanges.
- (ii) Dividend income is recognised on receipt basis.
- (iii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rates applicable.
- (iv) Interest income on loan transaction is accounted for as and when due. In line with prudential norms for income recognition introduced for NBFC's by the RBI from time to time, Income on Non Performing Assets are accounted for on receipts basis.

1.5. INVENTORIES :

Inventories of the company consisting of shares and securities are valued by the management at cost or market value whichever is lower. The valuation of closing stock has been done by segregating the inventory into appropriate sub categories and valuing the inventory on the basis of total cost and market price of such category of shares.

1.6. INVESTMENTS :

Non Current and Unquoted Current Investments are stated at cost & Quoted Current Investments at lower of cost or market price. Provision for diminution in the value of Non Current Investments is made only if such a decline is other than temporary in the opinion of the management. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or Loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

1.7. PROVISION FOR TAXATION :

Current Tax:

Provision is made for income tax, under the tax payable method, based on the liability as computed after taking credit for allowances and exemptions. Adjustments in books are made only after the completion of the assessment. In case of Matters under appeal, due to disallowances or otherwise, full provision is made when the said liabilities are accepted by the Company.

Deffered Tax:

Consequent to accounting Standard 22- "Accounting for taxes on income the difference that results between the profit offered for income tax and the profit as per the financial statements are identified and thereafter a deffered tax asset or a deffered tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted regulations. Deffered tax assets are recognised only if there is reasonable certainty that they will be raised and are reviewed for appropriations of their respective carrying values at each balance sheet date. Deffered tax asset on unabsorbed depreciation and losses are recognized only when there is virtual certainty that the company will have sufficient future taxable income.

1.8. PROVISIONS AND CONTINGENCIES :

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed.

Provision against Standard, Sub-standard, Doubtful and Loss assets be made as per applicable guidelines.

Classification and provisioning as per RBI Guidelines

As per the guidelines given in the Prudential Norms for Non-Banking Financial Companies prescribed by the Reserve bank of India, the company makes adequate provisions against Non-Performing Assets in the following manner;

Standard Assets :

Provision against Standard asset is made at the rate of 0.25% as required by paragraph 9A of the Non-banking Financial Companies Prudential Norms (Reserve Bank) Directions 2007 read with Notification No. DNBS.222/CGM (US)-2011 issued by Reserve Bank of India on January 17, 2011.

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

1.10. EMPLOYEE BENEFITS:

The undiscounted amount of employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include performance incentive.

1.11. EARNINGS PER SHARE :

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year from time to time. There are no potentially dilutive equity shares.

1.12. IMPAIRMENT OF ASSETS:

Impairment is ascertained at each balance Sheet date in respect of cash generating units. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and value in use. In assessing value in use, the estimated cash flows are discounted to their present values based on an appropriate discount factor.

1.13. BORROWING COST :

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalisation.

1.14. CASH AND CASH EQUIVALENTS (FOR PURPOSES OF CASH FLOW STATEMENT):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value.

1.15. CASH FLOW STATEMENT:

Cash flow are reported using indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferral or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

The policies not specifically mentioned above are in agreement with the Accounting Standards issued by the institute of Chartered

1.16. Accountants of India.

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED					
		(Amount in Rs)			
Particulars		As at 31 March 2017	As at 31 March 2016		
Note:2	<u>SHARE CAPITAL</u>				
	AUTHORISED : 75,00,000 Equity Shares of Rs.10/- each (P.Y.75,00,000 Equity Shares of Rs.10/- each)	75,000,000.00	75,000,000.00		
	ISSUED, SUBSCRIBED AND PAID UP : 74,70,780 Equity Shares of Rs.10/- each fully paid up (P.Y.74,70,780 Equity Shares of Rs.10/- each fully paid up)	74,707,800.00	74,707,800.00		
TOTAL		74,707,800.00	74,707,800.00		
2.1.	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of reporting period	As at 31st March, 2017		As at 31 March 2016	
		Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
	Equity Share of Rs.10/- each fully paid up:-				
	Opening Balance	7,470,780	74,707,800	7,470,780	74,707,800
	Closing Balance	7,470,780	74,707,800	7,470,780	74,707,800
2.2	Details of shares held by shareholders holding more than 5% shares	As at 31st March, 2017		As at 31 March 2016	
	Class of shares/Name of shareholders	Number of shares held	holding %	Number of shares held	holding %
	Equity Share of Rs.10/- each fully paid up:-				
	1.Mr. Som Arora	3,273,721	43.82%	3273721	43.82%
2.Mrs.Pooja Arora	2,562,647	34.30%	2562647	34.30%	
2.3 The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-.					
2.4 Each holder of equity shares is entitled to one vote per share.					

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Particulars		As at 31 March 2017	As at 31 March 2016
Note:3	Reserves and Surplus:		
	(a) General Reserve		
	As per last Balance Sheet	128,927,837.93	128,927,837.93
	Add : Transferred from Statement of Profit & Loss	-	-
	Less : Utilised during the year	-	-
	Closing balance	128,927,837.93	128,927,837.93
	(b) Special Reserve (As per RBI Act.)		
	As per last Balance Sheet	10,540,897.55	10,540,897.55
	Add : Transferred from Statement of Profit & Loss	1,425,869.69	-
	Less : Utilised during the year	-	-
	Closing balance	11,966,767.24	10,540,897.55
	(c) Profit & Loss Account - As per account annexed		
	As per last Balance Sheet	20,935,078.96	24,579,472.94
	Add-Profit for the year	7,129,348.46	(3,630,010.98)
		28,064,427.42	20,949,461.96
Less-Appropriations			
Contingent Provision against Standard Assets	120,029.00	14,383.00	
Transfer to Special Reserve (As per RBI Act.)	1,425,869.69	-	
Closing balance	26,518,528.73	20,935,078.96	
TOTAL	167,413,133.90	160,403,814.44	

Particulars		As at 31 March 2017	As at 31 March 2016
Note:4	Long Term Provisions		
	Contingent Provision against Standard Assets (See notes a and b)	572,689.00	452,660.00
	TOTAL	572,689.00	452,660.00
Note (a)	A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular.		
Note (b)	Movement in contingent provision against standard assets during the year is as under:		
	Opening Balance	452,660.00	438,277.00
	(+) Additions during the year	120,029.00	14,383.00
	CLOSING BALANCE	572,689.00	452,660.00

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Particulars		As at 31 March 2017	As at 31 March 2016
Note:5	Trade Payables		
	Others-		
	Centrum Broking Limited	4,350,985.98	-
	TOTAL	4,350,985.98	-

Particulars		As at 31 March 2017	As at 31 March 2016
Note:6	Other Current Liabilities		
	Other Payable		
	Outstanding liabilities for expenses	329,866.00	250,316.00
	TOTAL	329,866.00	250,316.00

Particulars		As at 31 March 2017	As at 31 March 2016
Note:7	Short Term Provisions		
	Provision for Current Income Tax	1,584,719.00	-
	TOTAL	1,584,719.00	-

Particulars		As at 31 March 2017	As at 31 March 2016
Note:10	Deferred Tax Assets (Net)		
	Deferred Tax Assets		
	Difference between Written Down Value of fixed assets as per the books of accounts and Income Tax Act, 1961 and carry forward of losses and unabosorbed depreciation	896,079.15	1,681,640.56
	TOTAL	896,079.15	1,681,640.56

Particulars		As at 31 March 2017	As at 31 March 2016
Note:11	Long Term Loans and Advances (Unsecured, Considered Good)		
	a) Loans and Advances to Related Parties	66,095,169.00	31,103,556.00
	b) Other Loans and Advances		
	Advances recoverable in cash or in kind or for value to be received	162,980,614.00	149,960,614.00
	TOTAL	229,075,783.00	181,064,170.00

Particulars		As at 31 March 2017	As at 31 March 2016
Note:12	Inventories (At cost or net realizable value which ever is lower)		
	Trading Items (Shares)	12,835,424.00	5,022,678.75
	TOTAL	12,835,424.00	5,022,678.75

Particulars		As at 31 March 2017	As at 31 March 2016
Note:13	Cash & Cash Equivalent		
	Cash & Bank Balances:		
	(a) Cash in hand and in transit	197,007.87	385,305.87
	(b) Balances with Scheduled Banks in Current A/c's		
	a) IDBI Bank Ltd. (For Govt. Dues)	47,539.00	29,091.00
	b) IDBI Bank Ltd.	467,287.05	2,612,243.43
	TOTAL	711,833.92	3,026,640.30

Particulars		As at 31 March 2017	As at 31 March 2016
Note:14	Short Term Loans and Advances (Unsecured Considered Good)		
	Other Loans and Advances		
	Advance Income Tax, Tax Deducted at Source & MAT Credit	2,864,298.10	238,070.10
	Income Tax Refunds Due	1,670,867.00	1,505,553.00
	TOTAL	4,535,165.10	1,743,623.10

Particulars		As at 31 March 2017	As at 31 March 2016
Note:15	Other Current Assets		
	Other Receivables (from trading of shares)	194,063.24	164,992.26
	TOTAL	194,063.24	164,992.26

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED**NOTE:8 FIXED ASSETS**

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.16	Additions	Transfer	As at 31.03.17	Up To 31.03.16	For the year	Adjustment	Up To 31.03.17	As at 31.03.17	As at 31.03.16
Tangible Assets										
Computers	105,500.00	-	-	105,500.00	105,215.68	-	-	105,215.68	284.32	284.32
Air Conditioner	27,450.00	-	-	27,450.00	26,077.50	-	-	26,077.50	1,372.50	1,372.50
Gen Set Honda	121,915.00	-	-	121,915.00	115,819.25	-	-	115,819.25	6,095.75	6,095.75
Electric Equipments	1,100.00	-	-	1,100.00	1,045.00	-	-	1,045.00	55.00	55.00
Furniture	4,858.00	-	-	4,858.00	4,615.10	-	-	4,615.10	242.90	242.90
Computer Accessories	20,000.00	-	-	20,000.00	19,000.00	-	-	19,000.00	1,000.00	1,000.00
Laptop	35,900.00	-	-	35,900.00	34,105.00	-	-	34,105.00	1,795.00	1,795.00
TOTAL	316,723.00	-	-	316,723.00	305,877.53	-	-	305,877.53	10,845.47	10,845.47
PREVIOUS YEAR	316,723.00	-	-	316,723.00	305,877.53	-	-	305,877.53	10,845.47	10,845.47

Note 8(a):

As per Schedule II of Companies Act 2013, Companies are required to compute the depreciation as per the useful life of the asset provided in Schedule II, following this concept no depreciation is charged during the year under review on the tangible fixed assets whose useful life span has expired and the assets are standing at their residual value i.e. 5% of the Original cost of the asset.

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

PARTICULARS		QUANTITY (NOS.)		AMOUNT (In Rs.)	
		AS AT 31.03.2017	AS AT 31.03.2016	AS AT 31.03.2017	AS AT 31.03.2016
NOTE: 9	<u>Non Current Investment (at Cost)</u>				
	A. Unquoted - Non Trade				
	I. Equity Shares, Each, Fully Paid-up				
	NAS Buildcon Pvt. Ltd. of Rs.10/-	-	1745000.00	-	17,450,000.00
	Velox Projects Pvt. Ltd. of Rs.10/-	-	2495000.00	-	24,950,000.00
	Sarthak Retailers Pvt. Ltd. of Rs.10/-	70000.00	70000.00	700,000.00	700,000.00
	TOTAL	70,000.00	4,310,000.00	700,000.00	43,100,000.00

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:16	<u>Revenue from Operations</u>		
	Sale of Shares	86,907,465.32	36,666,639.40
	Interest on Loan	2,546,236.00	1,392,840.00
	TOTAL	89,453,701.32	38,059,479.40

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:17	<u>Other Income</u>		
	Interest on FDR IDBI Bank	40,375.00	260,295.00
	Dividend Income	50,700.00	162,930.76
	Interest on income tax refunds	-	31,441.00
	Profit on sale of Investments(Unquoted Shares)	4,990,000.00	-
	TOTAL	5,081,075.00	454,666.76

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:18	<u>Purchases of stock in trade</u>		
	Purchases of Shares	90,875,632.43	36,387,637.98
	TOTAL	90,875,632.43	36,387,637.98

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:19	<u>Changes in Inventories of Stock-In-Trade</u>		
	Opening stock (trading items-shares)	5,022,678.75	9,320,186.42
	Closing stock (trading items-shares)	12,835,424.00	5,022,678.75
	TOTAL	(7,812,745.25)	4,297,507.67

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:20	<u>Employee Benefit Expenses</u>		
	Salaries, Wages and Bonus	1,426,355.00	1,263,000.00
	Directors Remuneration	1,200,000.00	1,200,000.00
	Staff welfare and Other Expenses	33,500.00	34,120.00
	TOTAL	2,659,855.00	2,497,120.00

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:21	<u>Other Expenses</u>		
	Advertisement	175,675.00	75,183.00
	Auditor's Remuneration	41,745.00	41,564.00
	Books & Periodicals	10,470.00	8,720.00
	Bank Charges	-	583.00
	Postage & Telegram Expenses	1,895.00	585.00
	Demat Expenses (Trading)	1,150.00	1,145.00
	Miscellaneous Expenses	22,314.00	9,085.00
	Printing & Stationery	34,385.00	32,230.00
	Office Maintenance Expenses	33,420.00	32,311.00
	Other Charges	166,599.27	71,150.05
	Legal Expenses	16,033.00	23,868.00
	Listing Fees	80,151.00	79,616.00
	Security Transation Tax	121,098.00	62,817.00
	Professional Charges	116,351.00	191,429.00
	Rent	24,000.00	12,000.00
	TOTAL	845,286.27	642,286.05

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

Note 22 **CONTINGENT LIABILITIES :-**
As per the management estimate and belief there is no contingent liability as at 31.03.2017. (Previous Year Nil).

Note 23 As per the notification No.G.S.R.307 (E) and Notification No.G.S.R.308 (E) dated 30th March 2017.
Reconciliation of SBN's and other denomination currency notes during the period from 8th November 2016 to 30th December 2016 is as under

Particulars	SBN's	Other Denomination Notes	TOTAL
Closing Cash in hand 08.11.2016	150,000.00	18,695.87	168,695.87
(+) Amount withdrawal from Banks	-	50,000.00	50,000.00
(+) Permitted Receipt	-	-	-
(-) Permitted Payments	-	(39,685.00)	(39,685.00)
(-) Amount deposited in Banks	150,000.00	-	(150,000.00)
Closing Cash in hand 30.12.2016	-	29,010.87	29,010.87

Note 24 In the opinion of the Board, the Current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities are made.

Note 25 As per the information available with the company no amount is due to Micro, Small and Medium Enterprise as defined under the Micro, Small and Medium Enterprise Development Act, 2006.

Note 26 **DEFERRED TAX:**
Consequent to the Accounting Standard-22 on "Accounting for Taxes on Income", the deferred tax debit of Rs.7,85,561.41 (P.Y. 16,80,917.56/- Credit) is recognized in the Profit & Loss in the Profit & Loss Account. Deferred Tax Assets and Liabilities (As shown in the brackets below) comprises of following tax effects:

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Fixed Assets	(998.83)	368.16
Carry Forward Losses	897,077.99	1,681,272.40
Total	896,079.16	1,681,640.56

Note 27 **AUDITOR'S REMUNERATION**

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
(a) For Audit Fee	21,160.00	21,160.00
(b) For Tax Audit	16,625.00	16,625.00
(c) For Other Matters	3,779.00	3,779.00
Total	41,564.00	41,564.00

Note 28 **RELATED PARTY DISCLOSURE:**
Related Party Disclosures in accordance with the Accounting Standards (AS-18) 'Related Party Disclosure', issued by the Institute of Chartered Accountants of India are as under :

(i) Names of related parties and description of relationship :

A. Key Management Personnel and relatives	Nature of Relationship
1.Som Arora	Director, Key Management personnel
2.Pooja Arora	Director, Key Management personnel
3.Sushil Kumar Mohanty	Director, Key Management personnel (Appointed w.e.f.12.05.2017)
3.Manohar Lal	Director, Key Management personnel (Resigned w.e.f.27.04.2017)
4.Sanjay Mehrotra	Director, Key Management personnel
5.Shyamu Gupta	Chief Financial Officer, Key Management personnel
6.Ankita Sati	Company Secretary, Key Management personnel
7. Raj Kumar Arora	Relative of Director, Key Management personnel

B. Associates	
8.Sarthak Retailers Pvt Ltd	Associate (Holding of the Company 28.28%)
9.NAS Buildcon Pvt.Ltd	Associate (Holding of the Company 49.89%) Ceased to be an Associate w.e.f. 11.02.2017
10.Velox Projects Pvt.Ltd	Associate (Holding of the Company 24.95%) Ceased to be an Associate w.e.f.08.02.2017

C. Enterprise over which the KMP is able to exercise significant influence

11.Business Bay Corporate Towers Pvt. Ltd.	Enterprises over which Director's, Key Management Personnel are able to exercise significant influence.
12.Multistar Informatic Pvt. Ltd.	

The Company under took the following transactions with the related party during the year:

Name of the Party	Transaction	Current Year	Previous Years
1. Som Arora	Directors Remuneration	1,200,000.00	1,200,000.00
Amount (Rs.)			
Particulars		Current Year	Previous Years
1. Business Bay Corporate Towers Pvt. Ltd.			
Opening Balance (Dr.)		20,383,556.00	3,350,000.00
Loan Given during the year		36,400,000.00	16,500,000.00
Interest on Loan (Net of TDS)		1,744,571.00	533,556.00
Loan Repayment during the year		-	-
Closing Balance (Dr.)		58,528,127.00	20,383,556.00
2. Multistar Informatics Pvt. Ltd.			
Opening Balance (Dr.)		10,720,000.00	10,000,000.00
Loan Given during the year		-	-
Interest on Loan (Net of TDS)		547,042.00	720,000.00
Loan Repayment during the year		3,700,000.00	-
Closing Balance (Dr.)		7,567,042.00	10,720,000.00
3. Som Arora (Sale of Investments)			
Nas Buildcon Pvt Ltd		11,350,000.00	-
Velox Projects Pvt Ltd		20,400,000.00	-
Total		31,750,000.00	-
4. Raj Kumar Arora (Sale of Investments)			
Velox Projects Pvt Ltd		9,540,000.00	-
Total		9,540,000.00	-

Related party relationships are as identified by the company on the basis of available information

Note 29

EARNING PER SHARE:

Earning Per Share :	For the year ended 31.03.2017	For the year ended 31.03.2016
(a) Profit after tax (Profit attributable to Equity Shareholders)	7,129,348.46	3,630,010.98
(b) Weighted average nos. of Equity Shares for Basic / Diluted EPS	7,470,780.00	7,470,780.00
(c) Nominal Value of Equity Share (in Rs.)	10.00	10.00
(d) Basic Earning per Equity Share (in Rs.)	0.95	0.49
(e) Diluted Earning per Equity Share (in Rs.)	0.95	0.49

Note 30

A contingent provision against standard assets has been created at @0.25% of the outstanding standard assets in terms of RBI circular.

Movement in contingent provision against standard assets during the year is as under:

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Opening Balance	452,660.00	438,277.00
Addition during the year	120,029.00	14,383.00
Closing Balance	572,689.00	452,660.00

The Company is predominatly engaged in NBFC business. There is no other business or geographical segments with in the meaning of Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

Note 31	Disclosure regarding quantitative details of traded goods (shares) is as follows:		
	Items	Qty For the year ended 31.03.2017	Qty For the year ended 31.03.2016
	Shares:		
	Stock at the beginning of the year	117,075	35,320
	Purchase during the year	203,053	105,730
		-	
	Share Received on Split off (Setco Auto Motive Ltd) during the year		4,000
	Share Received on Demerger of IDFC Ltd into IDFC Bank during the year	-	29,500
	Sale during the year	294,740	57,475
	Stock at the end of the year	25,388	117,075
Note 32	Balances are subject to confirmation and reconciliation , if any.		
Note 33	During the year the Company has transferred an amount of Rs.14,25,869.69 (P.Y. Rs.Nil) to Special Reserve , in Accordance with Section 45 IC of the Reserve Bank of India Act, 1934.		
Note 34	Expenditure in foreign currency: Nil		
Note 35	Earning in foreign currency: Nil		
Note 36	Depreciation for the current financial year is zero on account of the fact that all the assets of the company have completed their estimated useful life and are stated at their residual value in terms of Schedule II of the Companies Act, 2013.		
Note 37	The figures of previous year have been regrouped / recast wherever considered necessary to make them comparable with those of current year.		

For TANDON & MAHENDRA
Firm Regn NO. 003747C
Chartered Accountants

For and on behalf of the Board
FOR M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

(Saurabh Shukla)
PARTNER
Membership No. 405240
PLACE : Kanpur
Date : 26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

Som Construction & Developers Limited

CIN: L70101AS1987PLC002748

Cash Flow Statement For the Year Ended on 31st, March, 2017

Particulars	Amount (Rs.) Current Year	Amount (Rs.) Previous Year
<u>A Cash Flow from Operating Activities</u>		
Net Profit Before Tax	7,966,747.87	(5,310,405.54)
Adjustments For:		
(Profit)/Loss on Sale of Non Current Investments	(4,990,000.00)	
Interest Income	(40,375.00)	(1,653,135.00)
Dividend Income	(50,700.00)	(162,930.76)
Operating Profit before Working Capital Changes	2,885,672.87	(7,126,471.30)
Adjustments For:		
(Increase)/Decrease in Long Term Loans & Advances	(48,011,613.00)	(5,753,556.00)
(Increase)/Decrease in Short Term Loans & Advances	(2,791,542.00)	243,348.00
(Increase)/Decrease in Other Current Assets	(29,070.98)	(147,476.26)
(Increase)/Decrease in Inventories	(7,812,745.25)	4,297,507.67
Increase/ (Decrease) Other Current Liabilities	79,550.00	15,124.31
Increase/ (Decrease) Trade Payables	4,350,985.98	
Cash Generated from Operations	(51,328,762.38)	(8,471,523.58)
Adjustments For:		
Direct Taxes Paid(inc Mat credit Entitlement)	(1,532,881.00)	290,493.00
Cash flow before extraordinary items	(49,795,881.38)	(8,762,016.58)
Adjustments For:		
Extraordinary items	-	-
Net Cash From Operating Activities (A)	(49,795,881.38)	(8,762,016.58)
<u>B Cash Flow From Investing Activities</u>		
Net Sale/(Purchase) of Non Current investments	42,400,000.00	-
(Profit)/Loss on Sale of Non Current Investments	4,990,000.00	-
Interest Received	40,375.00	1,653,135.00
Dividend Received	50,700.00	162,930.76
Net Cash From Investing Activities (B)	47,481,075.00	1,816,065.76
<u>C Cash Flow From Financing Activities</u>		
Increase/(Decrease) in Long Term Borrowing	-	-
Net Cash From Financing Activities (C)	-	-
Net Increase in Cash & Cash Equivalents (A+B+C)	(2,314,806.38)	(6,945,950.82)
Cash & Cash Equivalents at the beginning of the year	3,026,640.30	9,972,591.12
Cash & Cash Equivalents at the end of the year	711,833.92	3,026,640.30

Notes:(1) Figures in Brackets represents outflows.

For Som Construction & Developers Ltd.

PLACE: KANPUR

DATED:26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

Independent Auditors' Report

To
The Members of,
Som Constructions & Developers Ltd.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Som Constructions & Developers Ltd. ("the Holding Company") and associate (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

Independent Auditors' Report

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates, as at 31 March 2017, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its associate company incorporated in India, none of the Directors of these companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; which is based on auditor's reports of the associates companies incorporated in India ,and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

Independent Auditors' Report

- i) The company does not have any pending litigation which would impact its financial position.
- ii) The company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
- iii) There were no amounts which required to be transferred to the investor education and protection fund by the company
 - i) The Holding company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified bank notes defined in Notification S.O.3407(E) dated 8th November to 30th December,2016. Based on audit procedure and relying on the management representation we report that the disclosure are in accordance with the books and account maintained by the Holding company and the respective group entity, as produced to us by the Management –Refer **Note No-23** of the consolidated financial statement.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

SAURABH SHUKLA
(Partner)
M. No. 405240
Place: Kanpur
Date : 26.05.2017

Independent Auditors' Report

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of Som Constructions & Developers Ltd.

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Som Constructions & Developers Ltd. (“the Holding Company”) and its associate company which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its associate company, which are companies incorporated in India, are 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”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Independent Auditors' Report

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

Saurabh Shukla
(Partner)
M. No. 405240
Place: Kanpur
Date : 26.05.2017

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED
CIN: L70101AS1987PLC002748
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017

PARTICULARS	NOTE	Amount in Rs.	
		As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	74,707,800.00	74,707,800.00
(b) Reserves and Surplus	3	168,003,128.44	163,758,319.52
(2) Non-Current Liabilities			
(a) Long Term Provision	4	572,689.00	452,660.00
(3) Current Liabilities			
(a) Trade Payables	5	4,350,985.98	-
(b) Other Current Liabilities	6	329,866.00	250,316.00
(c) Short Term Provisions	7	1,584,719.00	-
Total		249,549,188.42	239,169,095.52
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	10,845.47	10,845.47
(b) Non-current Investments	9	1,289,994.54	46,454,505.08
(c) Deferred Tax Asset	10	896,079.15	1,681,640.56
(d) Long Term Loans and Advances	11	229,075,783.00	181,064,170.00
(2) Current Assets			
(a) Inventories	12	12,835,424.00	5,022,678.75
(b) Cash and Cash Equivalents	13	711,833.92	3,026,640.30
(c) Short Term Loans and Advances	14	4,535,165.10	1,743,623.10
(d) Other Current Assets	15	194,063.24	164,992.26
Total		249,549,188.43	239,169,095.52
Significant Accounting Policies	1	0.00	0.00
Notes are an integral part of the Consolidated financial statements.	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED
For Tandon & Mahendra
Firm Regn No. 003747C
Chartered Accountants

For and on behalf of the Board
FOR M/s Som Construction & Developers Ltd.

(Saurabh Shukla)
Partner
Membership No. 405240
Place : Kanpur
Date : 26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2017

PARTICULARS	NOTE	Amount in Rs.	
		Year Ended 31-March 2017	Year Ended 31-March 2016
I REVENUE:			
Revenue From Operations	16	89,453,701.32	38,059,479.40
Other Income	17	5,081,075.00	454,666.76
Total Revenue		94,534,776.32	38,514,146.16
II EXPENSES :			
Purchases of Stock in Trade	18	90,875,632.43	36,387,637.98
Changes in Inventories of Stock in Trade	19	(7,812,745.25)	4,297,507.67
Employee Benefit Expenses	20	2,659,855.00	2,497,120.00
Depreciation and Amortization Expenses	8	-	-
Other Expenses	21	845,286.27	642,286.05
Total Expenses		86,568,028.45	43,824,551.70
III PROFIT BEFORE TAX FROM CONTINUING OPERATIONS		7,966,747.87	(5,310,405.54)
(There is no discontinuing operation)			
Less : Tax Expenses :			
1) Current Tax		1,584,719.00	-
Less: MAT Credit Entitlement		1,525,418.00	-
		59,301.00	-
2) Deferred Tax		785,561.41	(1,680,917.56)
3) Short Provision for Income Tax A.Y.2015-16		-	523.00
4) Mat credit entitlement of previous year		7,463.00	-
IV PROFIT FOR THE YEAR		7,129,348.46	(3,630,010.98)
V SHARE OF PROFIT OF ASSOCIATES		(2,764,510.54)	947,239.47
VI PROFIT / (LOSS) AFTER TAX , SHARE OF PROFIT OF ASSOCIATES		4,364,837.92	(2,682,771.51)
VII BASIC & DILUTED EARNING PER SHARE (in Rs.)	29		
(a) Basic		0.58	(0.49)
(b) Diluted		0.58	(0.49)
Significant Accounting Policies	1		
Notes are an integral part of the Consolidated financial statements.	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED
For TANDON & MAHENDRA
Firm Regn No. 003747C
Chartered Accountants

For and on behalf of the Board
FOR M/s Som Construction & Developers Ltd.

(Saurabh Shukla)
Partner
Membership No. 405240
Place : Kanpur
Date : 26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

NOTES TO FINANCIAL STATEMENTS

Note:1 SIGNIFICANT ACCOUNTING POLICIES

1.1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

A. SYSTEM OF ACCOUNTING :

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The consolidated financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts.

B. USE OF ESTIMATES :

The preparation of consolidated financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

C. CONSISTENCY :

Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.

1.2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Som Construction & Developers Limited ('the Company') and its associates. The consolidated financial statements have been prepared on the following basis:

Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 -

- a) "Accounting for Investments in Associates" in Consolidated Financial Statements and the consolidation is done considering standalone financial statements of associate companies.

The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated

b) Profit and Loss Statement, to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance based on available information.

- c) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

- d) Investments other than in associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

- e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

1.3. Other significant accounting policies:

- a) These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED					
		(Amount in Rs)			
Particulars		As at 31 March 2017	As at 31 March 2016		
Note:2	<u>SHARE CAPITAL</u>				
	AUTHORISED : 75,00,000 Equity Shares of Rs.10/- each (P.Y.75,00,000 Equity Shares of Rs.10/- each)	75,000,000.00	75,000,000.00		
	ISSUED, SUBSCRIBED AND PAID UP : 74,70,780 Equity Shares of Rs.10/- each fully paid up (P.Y.74,70,780 Equity Shares of Rs.10/- each fully paid up)	74,707,800.00	74,707,800.00		
TOTAL		74,707,800.00	74,707,800.00		
2.1.	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of reporting period	As at 31st March, 2017		As at 31 March 2016	
		Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
	Equity Share of Rs.10/- each fully paid up:-				
	Opening Balance	7,470,780	74,707,800	7,470,780	74,707,800
	Closing Balance	7,470,780	74,707,800	7,470,780	74,707,800
2.2	Details of shares held by shareholders holding more than 5% shares	As at 31st March, 2017		As at 31 March 2016	
	Class of shares/Name of shareholders	Number of shares held	holding %	Number of shares held	holding %
	Equity Share of Rs.10/- each fully paid up:-				
	1.Mr. Som Arora	3,273,721	43.82%	3273721	43.82%
2.Mrs.Pooja Arora	2,562,647	34.30%	2562647	34.30%	
2.3 The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-.					
2.4 Each holder of equity shares is entitled to one vote per share.					

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Particulars			As at 31 March 2017	As at 31 March 2016
Note:3	Reserves and Surplus:			
	(a) General Reserve			
	As per last Balance Sheet		128,927,837.93	128,927,837.93
	Add : Transferred from Statement of Profit & Loss		-	-
	Less : Utilised during the year		-	-
	Closing balance		128,927,837.93	128,927,837.93
	(b) Special Reserve (As per RBI Act.)			
	As per last Balance Sheet		10,540,897.55	10,540,897.55
	Add : Transferred from Statement of Profit & Loss		1,425,869.69	-
	Less : Utilised during the year		-	-
	Closing balance		11,966,767.24	10,540,897.55
	(c) Profit & Loss Account - As per account annexed			
	As per last Balance Sheet		24,289,584.04	26,986,738.55
Add-Profit for the year		7,129,348.46	(3,630,010.98)	
Add-Post Profit of Associate		(2,764,510.54)	947,239.47	
		28,654,421.96	24,303,967.04	
Less-Appropriations				
Contingent Provision against Standard Assets		120,029.00	14,383.00	
Transfer to Special Reserve (As per RBI Act.)		1,425,869.69	-	
Closing balance		27,108,523.27	24,289,584.04	
TOTAL		168,003,128.44	163,758,319.52	
Particulars			As at 31 March 2017	As at 31 March 2016
Note:4	Long Term Provisions			
	Contingent Provision against Standard Assets (See notes a and b)		572,689.00	452,660.00
	TOTAL		572,689.00	452,660.00
Note (a)	A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular.			
Note (b)	Movement in contingent provision against standard assets during the year is as under:			
	Opening Balance		452,660.00	438,277.00
	(+ Additions during the year		120,029.00	14,383.00
	CLOSING BALANCE		572,689.00	452,660.00
Particulars			As at 31 March 2017	As at 31 March 2016
Note:5	Trade Payables			
	Others-			
	Centrum Broking Limited		4,350,985.98	-
TOTAL		4,350,985.98	-	
Particulars			As at 31 March 2017	As at 31 March 2016
Note:6	Other Current Liabilities			
	Other Payable			
	Outstanding liabilities for expense:		329,866.00	250,316.00
TOTAL		329,866.00	250,316.00	

Particulars		As at 31 March 2017	As at 31 March 2016
Note:7	Short Term Provisions		
	Provision for Current Income Tax	1,584,719.00	-
	TOTAL	1,584,719.00	-

Particulars		As at 31 March 2017	As at 31 March 2016
Note:10	Deffered Tax Assets (Net)		
	Deffered Tax Assets		
	Difference between Written Down Value of fixed assets as per the books of accounts and Income Tax Act, 1961 and carry forward of losses and unabosorbed depreciation	896,079.15	1,681,640.56
	TOTAL	896,079.15	1,681,640.56

Particulars		As at 31 March 2017	As at 31 March 2016
Note:11	Long Term Loans and Advances (Unsecured, Considered Good)		
	a) Loans and Advances to Related Parties	66,095,169.00	31,103,556.00
	b) Other Loans and Advances		
	Advances recoverable in cash or in kind or for value to be received	162,980,614.00	149,960,614.00
	TOTAL	229,075,783.00	181,064,170.00

Particulars		As at 31 March 2017	As at 31 March 2016
Note:12	Inventories (At cost or net realizable value which ever is lower)		
	Trading Items (Shares)	12,835,424.00	5,022,678.75
	TOTAL	12,835,424.00	5,022,678.75

Particulars		As at 31 March 2017	As at 31 March 2016
Note:13	Cash & Cash Equivalent		
	Cash & Bank Balances:		
	(a) Cash in hand and in transit	197,007.87	385,305.87
	(b) Balances with Scheduled Banks in Current A/c's		
	a) IDBI Bank Ltd. (For Govt. Dues)	47,539.00	29,091.00
	b) IDBI Bank Ltd.	467,287.05	2,612,243.43
	TOTAL	711,833.92	3,026,640.30

Particulars		As at 31 March 2017	As at 31 March 2016
Note:14	Short Term Loans and Advances (Unsecured Considered Good)		
	Other Loans and Advances		
	Advance Income Tax, Tax Deducted at Source & MAT Credit	2,864,298.10	238,070.10
	Income Tax Refunds Due	1,670,867.00	1,505,553.00
	TOTAL	4,535,165.10	1,743,623.10

Particulars		As at 31 March 2017	As at 31 March 2016
Note:15	Other Current Assets		
	Other Receivables (from trading of shares)	194,063.24	164,992.26
	TOTAL	194,063.24	164,992.26

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:16	Revenue from Operations		
	Sale of Shares	86,907,465.32	36,666,639.40
	Interest on Loan	2,546,236.00	1,392,840.00
	TOTAL	89,453,701.32	38,059,479.40

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:17	Other Income		
	Interest on FDR IDBI Bank	40,375.00	260,295.00
	Dividend Income	50,700.00	162,930.76
	Interest on income tax refunds	-	31,441.00
	Profit on sale of Investments(Unquoted Shares)	4,990,000.00	-
	TOTAL	5,081,075.00	454,666.76

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED**NOTE:8 FIXED ASSETS**

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.16	Additions	Transfer	As at 31.03.17	Up To 31.03.16	For the year	Adjustment	Up To 31.03.17	As at 31.03.17	As at 31.03.16
Tangible Assets										
Computers	105,500.00	-	-	105,500.00	105,215.68	-	-	105,215.68	284.32	284.32
Air Conditioner	27,450.00	-	-	27,450.00	26,077.50	-	-	26,077.50	1,372.50	1,372.50
Gen Set Honda	121,915.00	-	-	121,915.00	115,819.25	-	-	115,819.25	6,095.75	6,095.75
Electric Equipments	1,100.00	-	-	1,100.00	1,045.00	-	-	1,045.00	55.00	55.00
Furniture	4,858.00	-	-	4,858.00	4,615.10	-	-	4,615.10	242.90	242.90
Computer Accessories	20,000.00	-	-	20,000.00	19,000.00	-	-	19,000.00	1,000.00	1,000.00
Laptop	35,900.00	-	-	35,900.00	34,105.00	-	-	34,105.00	1,795.00	1,795.00
TOTAL	316,723.00	-	-	316,723.00	305,877.53	-	-	305,877.53	10,845.47	10,845.47
PREVIOUS YEAR	316,723.00	-	-	316,723.00	305,877.53	-	-	305,877.53	10,845.47	10,845.47

Note 8(a):

As per Schedule II of Companies Act 2013, Companies are required to compute the depreciation as per the useful life of the asset provided in Schedule II, following this concept no depreciation is charged during the year under review on the tangible fixed assets whose useful life span has expired and the assets are standing at their residual value i.e. 5% of the Original cost of the asset.

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

PARTICULARS		QUANTITY (NOS.)		AMOUNT (In Rs.)	
		AS AT 31.03.2017	AS AT 31.03.2016	AS AT 31.03.2017	AS AT 31.03.2016
NOTE: 9	<u>Non Current Investment (at Cost)</u>				
	A. Unquoted - Non Trade				
	I. Equity Shares, Each, Fully Paid-up				
	NAS Buildcon Pvt. Ltd. of Rs.10/-	-	1745000.00	-	17,450,000.00
	Velox Projects Pvt. Ltd. of Rs.10/-	-	2495000.00	-	27,702,732.77
	Sarthak Retailers Pvt. Ltd. of Rs.10/-	70000.00	70000.00	1,289,994.54	1,301,772.32
	<i>(Capital Reserve reflected in Investments 3,54,07,904.04/-)</i>				
	TOTAL	70,000.00	4,310,000.00	1,289,994.54	46,454,505.08

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:18	<u>Purchases of stock in trade</u>		
	Purchases of Shares	90,875,632.43	36,387,637.98
	TOTAL	90,875,632.43	36,387,637.98

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:19	<u>Changes in Inventories of Stock-In-Trade</u>		
	Opening stock (trading items-shares)	5,022,678.75	9,320,186.42
	Closing stock (trading items-shares)	12,835,424.00	5,022,678.75
	TOTAL	(7,812,745.25)	4,297,507.67

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:20	<u>Employee Benefit Expenses</u>		
	Salaries, Wages and Bonus	1,426,355.00	1,263,000.00
	Directors Remuneration	1,200,000.00	1,200,000.00
	Staff welfare and Other Expenses	33,500.00	34,120.00
	TOTAL	2,659,855.00	2,497,120.00

Particulars		Year Ended 31-March 2017	Year Ended 31-March 2016
Note:21	<u>Other Expenses</u>		
	Advertisement	175,675.00	75,183.00
	Auditor's Remuneration	41,745.00	41,564.00
	Books & Periodicals	10,470.00	8,720.00
	Bank Charges	-	583.00
	Postage & Telegram Expenses	1,895.00	585.00
	Demat Expenses (Trading)	1,150.00	1,145.00
	Miscellaneous Expenses	22,314.00	9,085.00
	Printing & Stationery	34,385.00	32,230.00
	Office Maintenance Expenses	33,420.00	32,311.00
	Other Charges	166,599.27	71,150.05
	Legal Expenses	16,033.00	23,868.00
	Listing Fees	80,151.00	79,616.00
	Security Transation Tax	121,098.00	62,817.00
	Professional Charges	116,351.00	191,429.00
	Rent	24,000.00	12,000.00
	TOTAL	845,286.27	642,286.05

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

Note 22	CONTINGENT LIABILITIES :-		
	As per the management estimate and belief there is no contingent liability as at 31.03.2017. (Previous Year Nil).		
Note 23	As per the notification No.G.S.R.307 (E) and Notification No.G.S.R.308 (E) dated 30th March 2017.		
	Reconciliation of SBN's and other denomination currency notes during the period from 8th November 2016 to 30th December 2016 of the Holding and its associate company is as under.		
	Particulars	SBN's	Other Denomination Notes
	Closing Cash in hand 08.11.2016	650,000.00	61,987.87
	(+) Amount withdrawal from Banks	-	100,000.00
	(+) Permitted Receipt	-	-
	(-) Permitted Payments	-	(41,085.00)
	(-) Amount deposited in Banks	650,000.00	-
	Closing Cash in hand 30.12.2016	-	120,902.87
			711,987.87
			100,000.00
			-
			(41,085.00)
			(650,000.00)
			120,902.87
Note 24	In the opinion of the Board, the Current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities are made.		
Note 25	As per the information available with the company no amount is due to Micro, Small and Medium Enterprise as defined under the Micro, Small and Medium Enterprise Development Act, 2006.		
Note 26	DEFERRED TAX:		
	Consequent to the Accounting Standard-22 on "Accounting for Taxes on Income", the deferred tax debit of Rs.7,85,561.41 (P.Y. 16,80,917.56/- Credit) is recognized in the Profit & Loss in the Profit & Loss Account. Deferred Tax Assets and Liabilities (As shown in the brackets below) comprises of following tax effects:		
	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
	Fixed Assets	(998.83)	368.16
	Carry Forward Losses	897,077.99	1,681,272.40
	Total	896,079.16	1,681,640.56
Note 27	AUDITOR'S REMUNERATION		
	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
	(a) For Audit Fee	21,160.00	21,160.00
	(b) For Tax Audit	16,625.00	16,625.00
	(c) For Other Matters	3,779.00	3,779.00
	Total	41,564.00	41,564.00
Note 28	RELATED PARTY DISCLOSURE:		
	Related Party Disclosures in accordance with the Accounting Standards (AS-18) 'Related Party Disclosure', issued by the Institute of Chartered Accountants of India are as under :		
	(i) Names of related parties and description of relationship :		
	A. Key Management Personnel and relatives	Nature of Relationship	
	1.Som Arora	Director, Key Management personnel	
	2.Pooja Arora	Director, Key Management personnel	
	3.Sushil Kumar Mohanty	Director, Key Management personnel (Appointed w.e.f.12.05.2017)	
	3.Manohar Lal	Director, Key Management personnel (Resigned w.e.f.27.04.2017)	
	4.Sanjay Mehrotra	Director, Key Management personnel	
	5.Shyamu Gupta	Chief Financial Officer, Key Management personnel	
	6.Ankita Sati	Company Secretary, Key Management personnel	
	7. Raj Kumar Arora	Relative of Director, Key Management personnel	

B. Associates			
8.Sarthak Retailers Pvt Ltd	Associate (Holding of the Company 28.28%)		
9.NAS Buildcon Pvt.Ltd	Associate (Holding of the Company 49.89%) Ceased to be an Associate w.e.f. 11.02.2017		
10.Velox Projects Pvt.Ltd	Associate (Holding of the Company 24.95%) Ceased to be an Associate w.e.f.08.02.2017		
C. Enterprise over which the KMP is able to exercise significant influence			
11.Business Bay Corporate Towers Pvt. Ltd.	Enterprises over which Director's, Key Management Personnel are able to exercise significant influence.		
12.Multistar Informatic Pvt. Ltd.			
The Company under took the following transactions with the related party during the year:			
Name of the Party	Transaction	Current Year	Previous Years
1. Som Arora	Directors Remuneration	1,200,000.00	1,200,000.00
Amount (Rs.)			
Particulars		Current Year	Previous Years
1. Business Bay Corporate Towers Pvt. Ltd.			
Opening Balance (Dr.)		20,383,556.00	3,350,000.00
Loan Given during the year		36,400,000.00	16,500,000.00
Interest on Loan (Net of TDS)		1,744,571.00	533,556.00
Loan Repayment during the year		-	-
Closing Balance (Dr.)		58,528,127.00	20,383,556.00
2. Multistar Informatics Pvt. Ltd.			
Opening Balance (Dr.)		10,720,000.00	10,000,000.00
Loan Given during the year		-	-
Interest on Loan (Net of TDS)		547,042.00	720,000.00
Loan Repayment during the year		3,700,000.00	-
Closing Balance (Dr.)		7,567,042.00	10,720,000.00
3. Som Arora (Sale of Investments)			
Nas Buildcon Pvt Ltd		11,350,000.00	-
Velox Projects Pvt Ltd		20,400,000.00	-
Total		31,750,000.00	-
4. Raj Kumar Arora (Sale of Investments)			
Velox Projects Pvt Ltd		9,540,000.00	-
Total		9,540,000.00	-
Related party relationships are as identified by the company on the basis of available information			
Note 29	EARNING PER SHARE:		
	Earning Per Share :	For the year ended 31.03.2017	For the year ended 31.03.2016
(a) Profit after tax (Profit attributable to Equity Shareholders)		4,364,837.92	(2,682,771.51)
(b) Weighted average nos. of Equity Shares for Basic / Diluted EPS		7,470,780.00	7,470,780.00
(c) Nominal Value of Equity Share (in Rs.)		10.00	10.00
(d) Basic Earning per Equity Share (in Rs.)		0.58	(0.36)
(e) Diluted Earning per Equity Share (in Rs.)		0.58	(0.36)
Note 30	A contingent provision against standard assets has been created at @0.25% of the outstanding standard assets in terms of RBI circular.		
	Movement in contingent provision against standard assets during the year is as under:		
Particulars		For the year ended 31.03.2017	For the year ended 31.03.2016
Opening Balance		452,660.00	438,277.00
Addition during the year		120,029.00	14,383.00
Closing Balance		572,689.00	452,660.00
The Company is predominately engaged in NBFC business. There is no other business or geographical segments with in the meaning of Accounting Standard-17 issued by the Institute of Chartered Accountants of India.			

Note 31	Disclosure regarding quantitative details of traded goods (shares) is as follows:		
	Items	Qty For the year ended 31.03.2017	Qty For the year ended 31.03.2016
	Shares:		
	Stock at the beginning of the year	117,075	35,320
	Purchase during the year	203,053	105,730
	Share Received on Split off (Setco Auto Motive Ltd) during the year	-	4,000
	Share Received on Demerger of IDFC Ltd into IDFC Bank during the year	-	29,500
	Sale during the year	294,740	57,475
	Stock at the end of the year	25,388	117,075
	Enterprises consolidated as associates in accordance with Accounting Standard 23 issued by Institute of Chartered Accountants of India in respect of Consolidated Financial Statements.		
	Name of Enterprise	Country of Incorporation	Proportion of Ownership of Interest
	Sarthak Retailers Pvt Ltd	India	28.28%
	Additional Requirement of Schedule III of Companies Act, 2013 of enterprise consolidated as Subsidiary and Associates		
	Name of Enterprise	Net Assets	
	Holding Company	% of Consolidated Net Asset	Amount
	Som Construction & Developers Limited	86.80%	241,420,933.90
	Associates		
	Sarthak Retailers Pvt Ltd	13.20%	36,697,991.76
	Total	100%	278,118,925.661
	Name of Enterprise	Share in Profit or Loss	
	Holding Company	% of Consolidated Profit or Loss	Amount
	Som Construction & Developers Limited	100.17	7,129,348.46
	Associates		
	Sarthak Retailers Pvt Ltd	(0.17)	(11,777.77)
	Total	100.00	7,117,570.69
Note 32	Balances are subject to confirmation and reconciliation, if any.		
Note 33	During the year the Company has transferred an amount of Rs.14,25,869.69 (P.Y. Rs.Nil) to Special Reserve, in Accordance with Section 45 IC of the Reserve Bank of India Act, 1934.		
Note 34	Expenditure in foreign currency: Nil		
Note 35	Earning in foreign currency: Nil		
Note 36	Depreciation for the current financial year is zero on account of the fact that all the assets of the company have completed their estimated useful life and are stated at their residual value in terms of Schedule II of the Companies Act, 2013.		
Note 37	The figures of previous year have been regrouped / recast wherever considered necessary to make them comparable with those of current year.		
	For TANDON & MAHENDRA Firm Regn NO. 003747C Chartered Accountants	For and on behalf of the Board FOR M/S SOM CONSTRUCTION & DEVELOPERS LIMITED	
	(Saurabh Shukla) PARTNER Membership No. 405240 PLACE : Kanpur Date : 26.05.2017	Som Arora Managing Director (DIN:00162268)	Pooja Arora Director (DIN:00162235)
		Ankita Sati Company Secretary	Shyamu Gupta Chief Financial Officer

Som Construction & Developers Limited

CIN: L70101AS1987PLC002748

Cash Flow Statement For the Year Ended on 31st, March, 2017

Particulars	Amount (Rs.) Current Year	Amount (Rs.) Previous Year
<u>A Cash Flow from Operating Activities</u>		
Net Profit Before Tax	7,966,747.87	(5,310,405.54)
Adjustments For:		
(Profit)/Loss on Sale of Non Current Investments	(4,990,000.00)	
Interest Income	(40,375.00)	(1,653,135.00)
Dividend Income	(50,700.00)	(162,930.76)
Operating Profit before Working Capital Changes	2,885,672.87	(7,126,471.30)
Adjustments For:		
(Increase)/Decrease in Long Term Loans & Advance:	(48,011,613.00)	(5,753,556.00)
(Increase)/Decrease in Short Term Loans & Advance:	(2,791,542.00)	243,348.00
(Increase)/Decrease in Other Current Assets:	(29,070.98)	(147,476.26)
(Increase)/Decrease in Inventories:	(7,812,745.25)	4,297,507.67
Increase/ (Decrease) Other Current Liability:	79,550.00	15,124.31
Increase/ (Decrease) Trade Payables:	4,350,985.98	
Cash Generated from Operations	(51,328,762.38)	(8,471,523.58)
Adjustments For:		
Direct Taxes Paid(inc Mat credit Entitlement)	(1,532,881.00)	290,493.00
Cash flow before extraordinary items	(49,795,881.38)	(8,762,016.58)
Adjustments For:		
Extraordinary items	-	-
Net Cash From Operating Activities (A)	(49,795,881.38)	(8,762,016.58)
<u>B Cash Flow From Investing Activities</u>		
Net Sale/(Purchase) of Non Current investments	42,400,000.00	-
(Profit)/Loss on Sale of Non Current Investments	4,990,000.00	-
Interest Received	40,375.00	1,653,135.00
Dividend Received	50,700.00	162,930.76
Net Cash From Investing Activities (B)	47,481,075.00	1,816,065.76
<u>C Cash Flow From Financing Activities</u>		
Increase/(Decrease) in Long Term Borrowing	-	-
Net Cash From Financing Activities (C)	-	-
Net Increase in Cash & Cash Equivalents (A+B+C)	(2,314,806.38)	(6,945,950.82)
Cash & Cash Equivalents at the beginning of the year	3,026,640.30	9,972,591.12
Cash & Cash Equivalents at the end of the year	711,833.92	3,026,640.30

Notes:(1) Figures in Brackets represents outflows

For Som Construction & Developers Ltd.

PLACE: KANPUR
DATED:26.05.2017

Som Arora
Managing Director
(DIN:00162268)

Pooja Arora
Director
(DIN:00162235)

Ankita Sati
Company Secretary

Shyamu Gupta
Chief Financial Officer

ATTENDANCE SLIP

SOM CONSTRUCTION AND DEVELOPERS LIMITED
Regd. Office: Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001
CIN: L70101AS1987PLC002748

30th Annual General Meeting on 19th September, 2017

Name of the Member attending meeting	
Registered Address	
Reg. Folio/DP & Client No.	
No. of Shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 30th Annual General Meeting of the Company held on Tuesday, 19th September, 2017 at 11:30 AM at Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001.

Members' Name _____ Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) The Proxy, to be effective should be deposited at the registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

SOM CONSTRUCTION AND DEVELOPERS LIMITED
 Regd. Office: Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001
 CIN: L70101AS1987PLC002748

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Tuesday, 19th September, 2017 at 11.30 a.m. at Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Balance Sheet, statement of Profit & Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2017.		
2.	To re-appoint Mrs. Pooja Arora who retires by rotation and being eligible, offer herself for reappointment.		
3.	To appoint M/s. R. Mohla & Co., Chartered Accountants (Firm Registration No. 003716C) as a statutory Auditors of the Company.		
Special Business			
4.	Regularization of Additional Director, Mr. Sushil Kumar Mohanty		
5.	Appointment of Mr. Sushil Kumar Mohanty as an Independent Director for a period of 5 years.		

Signed this ____ day of ____ 2017

Affix Revenue Stamps of Rs. 1/-

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

Note:

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

Google Maps Dosi Bhawan



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-----REGISTERED OFFICE-----
Dosi Bhawan, Paltan Bazar, Guwahati, Assam - 781001
