# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

## DIRECTORS REPORT

**To**
**The Shareholders**

The Directors of your Company take pleasure in presenting before you the Audited Financial Accounts for the financial year ended on 31st March, 2016.

## FINANCIAL RESULTS

The financial results of the Company for the financial year ended on 31st March, 2016 are presented below:

**(Amt. in Rupees)**

| **Particulars** | **Current year 31.03.2016** | **Previous Year 31.03.2015** |
|---|---|---|
| Revenue from operations | 2,36,58,929 | 1,09,63,070 |
| Other Income | 26,58,27,771 | 16,76,36,526 |
| **Total Income** | **28,94,86,701** | **17,85,99,596** |
| Less: Expenditure | 92,99,30,963 | 70,24,27,443 |
| **Profit/(Loss) for the year before taxation** | **(64,04,44,263)** | **(52,38,27,847)** |
| **Provision for taxation** | | |
| Deferred Tax | (3,29,861) | (1,35,838) |
| **Profit/(Loss) for the year after taxation** | **(64,01,14,402)** | **(52,36,92,009)** |
| Profit/Loss carried forward from the Previous Year | (80,37,19,937) | (28,00,27,927) |
| **Balance carried to the Balance Sheet** | **(1,44,38,34,340)** | **(80,37,19,937)** |

## DIVIDEND

Your directors did not recommend any dividend for the Financial Year ending 31st March 2016.

## OPERATIONS

In the Current financial year, the Company has reported total losses of Rs. 64, 01,14,402 as against losses of Rs. 52,36,92,009 in previous year.

## TRANSFER TO RESERVES

The Company did not create any special reserve during the year but transferred the amount of Profit & Loss Account to the Reserve & Surplus.

## CHANGE IN THE NATURE OF BUSINESS

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

**MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR.**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT**

During the year under review, WTC Chandigarh Development Company Private Limited ceased to be subsidiary of the Company.

WTC Gift Developers Private Limited continues to be a subsidiary of the Company. Further, RKS Cityscapes Private Limited became a subsidiary of the Company.

We have, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, the report on the performance and financial position of each of the subsidiary and salient features of the financial statements in the prescribed Form AOC-1 is annexed to this report as Annexure 1.

**STATUTORY AUDITOR & AUDIT REPORT**

M/s. P.K Gaur & Associates, Chartered Accountants, Statutory Auditor of the Company having registration number FRN No. 005311N were appointed as Statutory Auditor at Extra Ordinary General Meeting held on 14th September,2016 for a period of five years for audit of accounts of the Company for Financial Years starting from 2014-15 to 2018-19.

There are no qualifications or observations or remarks made by the Auditors in their Report.

**SHARE CAPITAL**

The Authorised Share capital of the Company is Rs.5,00,00,000 (Rupees Five Crores) divided into 50,00,000 equity shares of Rs.10/- each. The Paid up capital of the Company is Rs.2,0,1,00,000/- (Rupees Two Crores One Lakh ) divided into 20,10,000 equity shares of Rs.10/- each.

**A) Authorised Share Capital Alteration**

There was no change in the Authorized Share Capital of the Company during the financial year 2015-16.

**B) Issue of equity shares with differential rights**

The Company has not issued any Equity Shares with Differential voting rights during the financial year 2015-16.

**C) Issue of sweat equity shares**

The Company has not issued any Sweat Equity Shares during the financial year 2015-16

**D) Issue of employee stock options**

The Company has not issued any Employee stock options during the financial year 2015-16.

**E) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company has not bought back any shares during the Financial Year 2015-16.

**F) Issue/redemption of Preference Shares**

The Company neither issued nor redeemed any preference share during the financial year.

**DIRECTORS**

The Board of Directors of the Company is duly constituted. During the year under review , there was no change in Directors of the Company.

As on the date of this report, the Board of Directors consists of following members:

| Sr. No. | Name | DIN | Designation | Date of Appointment |
|---|---|---|---|---|
| 1. | Mr. Bhupender Singh Dadwal | 02302826 | Director | 04.10.2013 |
| 2. | Mr. Neel Kamal | 06874677 | Director | 25.06.2014 |
| 3. | Mr. Bhakta Ranjan Kar | 05268959 | Director | 01.07.2014 |

**DEPOSITS**

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2016. There were no unclaimed or unpaid deposits as on March 31, 2016.

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

## CONSERVATION OF ENERGY

The disclosure of particulars with respect to conservation of energy pursuant to Section under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 are not applicable to the Company. However the Company has made best efforts and adopted all relevant measures for conservation of the energy.

## TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

The Company has not carried out any specific research and development activities. Accordingly the information related to technology absorption, adaptation and innovation is reported to be Nil.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, there was no foreign exchange inflow. However there was an outflow of Rs.12,94,85,999/-

## 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.

## NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met 10 (Ten) times during the financial year for the discussion of various matter and Quorum was duly presented at every meeting of the Board.

| S.No. | Date of meeting | Total number of directors as on the date of meeting | Attendance | |
|---|---|---|---|---|
| | | | Number of directors attended | % of attendance |
| 1. | 07.04.2015 | 3 | 3 | 100 |
| 2. | 02.06.2015 | 3 | 3 | 100 |
| 3. | 30.06.2015 | 3 | 3 | 100 |
| 4. | 07.08.2015 | 3 | 3 | 100 |
| 5. | 03.09.2015 | 3 | 3 | 100 |
| 6. | 09.09.2015 | 3 | 3 | 100 |
| 7. | 24.09.2015 | 3 | 3 | 100 |
| 8. | 07.11.2015 | 3 | 3 | 100 |
| 9. | 15.02.2016 | 3 | 3 | 100 |
| 10. | 31.03.2016 | 3 | 3 | 100 |

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**DIRECTORS REPONSIBILITY STATEMENT**

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In preparation of the annual accounts, the applicable accounting standards had been followed.
- 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 as at March 31, 2016 and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.
- the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditor and external consultants and the reviews performed by management the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

**COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178;**

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

The Company, being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, the Company had invested in securities of Companies as detailed below:

| Sl No. | Name of company whose securities are acquired | No. of securities | Type of security | Total Amount (Rs.) |
|---|---|---|---|---|
| 1. | RKS Cityscapes Private Limited | 9999 | Equity | 1,00,240 |
| 2. | Magic Eye Developers Private Limited | 42,00,000 | Redeemable Preference shares | 4,22,10,270 |
| 3. | Ashford Buildtech Private Limited | 1,87,000 | Optionally Convertible Debentures | 1,87,00,000 |

Further, during the year under review, the Company had granted a loan of Rs.7.50 crores to Proactive Constructions Private Limited, Rs.58.12 crores to Magic Eye Developers Private Limited and Rs.11 crores to Sundaram I.T Parks Private Limited.

## PARTICULARS OF EMPLOYEES

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9

The extract of the annual return i.e. Form MGT- 9, as prescribed under sub-section (3) of section 92 read with Rule No 12 of Companies (Management and Administration) Rues, 2014), shall form part of the Board's report and are attached herewith as Annexure II to this report.

## RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by the Board and is also subject to its review from time to time.

## RELATED PARTY TRANSACTIONS

Related party transaction under section 188 of the Companies Act, 2013 is enclosed in Form AOC- 2 as Annexure III.

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**ACKNOWLEDGEMENT**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

**For WTC Noida Development Company Private Limited**
By order of the Board

**Bhupender Singh Dadwal**
**Director**
**DIN: 02302826**
**Address: 1108, Noida-29,**
**Gautam Budh Nagar, Noida-201301**

**Place: New Delhi**
**Date: 30th November, 2016**

Registered office: GF-09, Plaza M-6, Jasola District Centre
New Delhi-110025
CIN: U70109DL2007PTC162288

E: info@wtcnoida.org
T: +91 11 40714000

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**Annexure I**

**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**

(Amount in Rs.)

| Particulars | Details | |
|---|---|---|
| **Name of the subsidiary** | **WTC Gift Developers Private Limited** | **RKS Cityscapes Private Limited** |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01st April, 2015 to 31st March, 2016 | 01st April, 2015 to 31st March, 2016 |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | N/A | N/A |
| Share capital | 1,00,000 | 1,00,000 |
| Reserves & surplus | 8,496 | (70,697) |
| Total assets | 1,25,616 | 54,043,493 |
| Total Liabilities | 17,120 | 54014190 |
| Investments | - | - |
| Turnover | 30,000 | - |
| Profit before taxation | 10,958 | 2217 |
| Provision for taxation | 3,390 | 450 |
| Profit after taxation | 7,568 | 1767 |
| Proposed Dividend | - | - |
| % of shareholding | 100 | 100 |

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

1. Names of subsidiaries which are yet to commence operations : NONE
2. Names of subsidiaries which have been liquidated or sold during the year: WTC Chandigarh Development Company Private Limited ceased to be a subsidiary w.e.f 30.06.2015

**For WTC Noida Development Company Private Limited**

**Bhupender Singh Dadwal**
**Director**
**DIN: 02302826**
**Address: 1108, Noida-29**
**Gautam Budh Nagar, Noida-201301**

**Bhakta Ranjan Kar**
**Director**
**DIN: 05268959**
**Address: 6/2/71, Sector 6**
**Vaishali, Ghaziabad-201001**

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**ANNEXURE II**

| FORM NO. MGT 9 | | |
|---|---|---|
| **EXTRACT OF ANNUAL RETURN** | | |
| **as on financial year ended on 31.03.2016** | | |
| **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:** | |
| I | CIN | U70109DL2007PTC162288 |
| Ii | Registration Date | 19/04/2007 |
| Iii | Name of the Company | WTC Noida Development Company Private Limited |
| Iv | Category/Sub-category of the Company | Company Limited By Shares |
| V | Address of the Registered office & contact details | GF-09, Plaza M-6, Jasola District Centre, New Delhi 110025 |
| Vi | Whether listed company | No |
| Vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | - |
| **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 & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|---|---|---|---|
| 1 | Real Estate Business | 70109 | 100% |

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

| S. No | Name & Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|---|---|---|---|---|---|
| 1 | S.S. R Holdings Private Limited | U67120DL2008PTC183823 | Holding | 99.99 | Section 2(46) |
| 2 | WTC Gift Developers Private Limited | U70101DL2014PTC268836 | Subsidiary | 100 | Section 2(87) |
| 3 | WTC Chandigarh Development Company Private Limited | U70101DL2013PTC258523 | Subsidiary (ceased to be a subsidiary w.e.f 30.06.2015) | 100 | Section 2(87) |
| 4 | RKS Cityscapes Private Limited | U45200DL2010PTC209365 | Subsidiary | 100 | Section 2(87) |

## (IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

### (i) CATEGORY WISE SHAREHOLDING

| Category of Shareholders | No. of Shares held at the beginning of the year | No. of Shares held at the end of the year | % change during the year |
|---|---|---|---|

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
|---|---|---|---|---|---|---|---|---|---|
| **A. Promoters** | | | | | | | | | |
| (1) Indian | - | - | - | - | - | - | - | - | - |
| a) Individual/HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt/ State Govt. | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporates | - | 2009999 | 2009999 | 99.99 | - | 2009999 | 2009999 | 99.99 | |
| d) Bank/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL:(A) (1)** | **-** | **2009999** | **2009999** | **99.99** | **-** | **2009999** | **2009999** | **99.99** | **-** |
| **(2) Foreign** | | | | | | | | | |
| a) NRI- Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (A) (2)** | - | - | - | - | - | - | - | - | - |
| **Total Shareholding of Promoter (A)= (A)(1)+(A)(2)** | **-** | **2009999** | **2009999** | **99.99** | **-** | **2009999** | **2009999** | **99.99** | **-** |
| **B. Public** | | | | | | | | | |
| **(1) Institutions** | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| C) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt. | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Fund | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture | - | - | - | - | - | - | - | - | - |
| Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (B)(1):** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **(2) Non Institutions** | | | | | | | | | |
| a) Bodies corporates | - | - | - | - | - | - | - | - | |
| i) Indian | | | | | | | | | |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto INR1 lakhs | - | 1 | 1 | 0.01 | - | 1 | 1 | 0.01 | - |
| ii) Individuals shareholders holding nominal share capital in excess of INR 1 lakhs | - | - | - | - | - | - | - | - | - |
| c) Others (specify) | - | - | - | - | - | - | - | - | - |

**Registered office: GF-09, Plaza M-6, Jasola District Centre**
**New Delhi-110025**
**CIN: U70109DL2007PTC162288**

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# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| Non Resident Indians | - | - | - | - | - | - | - | - | - |
| Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| Clearing Member | - | - | - | - | - | - | - | - | - |
| Hindu Undivided Families | - | - | - | - | - | - | - | - | - |
| **SUB TOTAL (B)(2):** | - | 1 | 1 | 00.01 | - | 1 | 1 | 00.01 | - |
| **Total Public Shareholding (B)= (B)(1)+(B)(2)** | - | 1 | 1 | 00.01 | - | 1 | 1 | 00.01 | - |
| **C. Shares held by Custodian for GDRs & ADRs** | - | - | - | - | - | - | - | - | - |
| **Grand Total (A+B+C)** | - | **2010000** | **2010000** | **100** | - | **2010000** | **2010000** | **100** | - |

### (ii) SHAREHOLDING OF PROMOTERS

| S. No | | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | **For Each of the Top 10 Shareholders** | **No. of shares** | **% of total shares of the company** | **No of shares** | **% of total shares of the company** |
| 1 | **S.S. R Holdings Private Limited** At the beginning of the year | 2009999 | 99.99 | 2009999 | 99.99 |
| | Date wise increase/decrease in Shareholding | - | | | |
| | At the end of the year | 2009999 | 99.99 | 2009999 | 99.99 |

### (iii) CHANGE IN PROMOTERS' SHAREHOLDING

| S. No | | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | **For Each of the Top 10 Shareholders** | **No. of shares** | **% of total shares of the company** | **No of shares** | **% of total shares of the company** |
| 1 | **S.S. R Holdings Private Limited** At the beginning of the year | 2009999 | 99.99 | 2009999 | 99.99 |
| | Date wise increase/decrease in Shareholding | No Change | | | |

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# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

| S. No | | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | For Each of the Top 10 Shareholders | No. of shares | % of total shares of the company | No of shares | % of total shares of the company |
| | At the end of the year | 2009999 | 99.99 | 2009999 | 99.99 |

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

| S. No. | | Shareholding at the beginning of the Year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the company | No of shares | % of total shares of the company |
| | **Suresh Gupta**<br>At the beginning of the year | 1 | 0.01 | 1 | 0.01 |
| | Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) | No Change | | | |
| | At the end of the year | 1 | 0.01% | 1 | 0.01 |

**(v) Shareholding of Directors and KMP**

| S. No | | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | For Each of the Directors & KMP | No. of shares | % of total shares of the company | No of shares | % of total shares of the company |
| 1 | **Bhupender Singh Dadwal**<br>At the beginning of the year | NIL | NIL | NIL | NIL |
| | Date wise increase/decrease in Shareholding | Not Applicable | | | |
| | At the end of the year | NIL | NIL | NIL | NIL |
| 2 | **Neel Kamal**<br>At the beginning of the year | NIL | NIL | NIL | NIL |
| | Date wise increase/decrease in Shareholding | Not Applicable | | | |
| | At the end of the year | NIL | NIL | NIL | NIL |
| 3 | **Bhakta Ranjan Kar**<br>At the beginning of the year | NIL | NIL | NIL | NIL |
| | Date wise increase/decrease in | Not Applicable | | | |

| | | | | | |
|---|---|---|---|---|---|
| | Shareholding | | | | |
| | At the end of the year | NIL | NIL | NIL | NIL |

**(V) INDEBTEDNESS**

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|---|---|---|---|---|
| | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtedness** |
| **Indebtness 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** | | | | |
| Additions | - | - | - | - |
| 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 director and or Manager**

| **S. No** | **Particulars of Remuneration** | **Name of the MD/WTD/Manager** | **Amt. In INR** |
|---|---|---|---|
| **1** | **Gross salary** | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - |
| | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - |
| 2 | Stock option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission as % of profit | - | - |
| 5 | Others, please specify | - | - |
| | **Total (A)** | - | - |
| | **Ceiling as per the Act** | 10% of the net profits of the Company | - |

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**B. Remuneration to other Directors**

| 1 | Independent Directors | | | | | |
|---|---|---|---|---|---|---|
| | | | | | | (Amt. In INR) |
| S. No | Particulars of Remuneration | Name of the Directors | | | | Total Amount |
| | | | | | | |
| | (a) Fee for attending Board/ committee meetings | - | - | - | - | - |
| | (b) Commission | - | - | - | - | - |
| | (c ) Others, please specify | - | - | - | - | - |
| | **Total (1)** | - | - | - | - | - |

| 2 | Other Non-Executive Directors | | | | | |
|---|---|---|---|---|---|---|
| S. No | Particulars of Remuneration | Name of the Directors | | | | Total Amount |
| | | | | | | |
| | (a) Fee for attending board committee meetings | | | | | |
| | (b) Commission | | | | | |
| | (c ) Others, please specify. | | | | | |
| | | | | | | |
| | (a) Fee for attending board committee meetings | | | | | |
| | (b) Commission | | | | | |
| | (c ) Others, please specify. | | | | | |
| | **Total (2)** | | | | | |
| | **Total (B)=(1+2)** | | | | | |
| **Total Managerial Remuneration** | | | | | | |
| **Overall Ceiling as per the Act.** | | | | | | |

**C. Remuneration of Key Managerial Personnel other than MD/Manager/WTD**

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---|---|---|---|---|
| 1 | Gross Salary | | | Total Amount |
| | | CEO | Company Secretary | |
| | | | | Amt. in INR |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | - | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - | - |
| | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |

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| | | | | |
|---|---|---|---|---|
| 3 | Sweat Equity | - | - | - |
| 4 | Commission<br>- as % of profit<br>- others, specify | - | - | - |
| 5 | Others, please specify-<br>Provident Fund | - | - | - |
| | **Total** | - | - | - |

**(VII) PENALITIES / 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** | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| **B. DIRECTORS** | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**Annexure III**

**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 arm's length transactions under third proviso thereto

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

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

| Name(s) of the related party and nature of relationship | Nature of contracts/arrangement/ transactions | Duration of the contracts / arrangements /transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|---|---|---|---|---|---|
| Spire Tech Park Private Limited [Pursuant to Section 2(76) (viii) (B)] | Sale Agreement | - | Sale of built up area to Spire Tech Park Private Limited | 07/04/2015 | Nil |

# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

**Annexure III**

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[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 arm's length transactions under third proviso thereto

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

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| Name(s) of the related party and nature of relationship | Nature of contracts/arrangement/ transactions | Duration of the contracts / arrangements /transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|---|---|---|---|---|---|
| Spire Tech Park Private Limited [Pursuant to Section 2(76) (viii) (B)] | Sale Agreement | - | Sale of built up area to Spire Tech Park Private Limited | 07/04/2015 | Nil |

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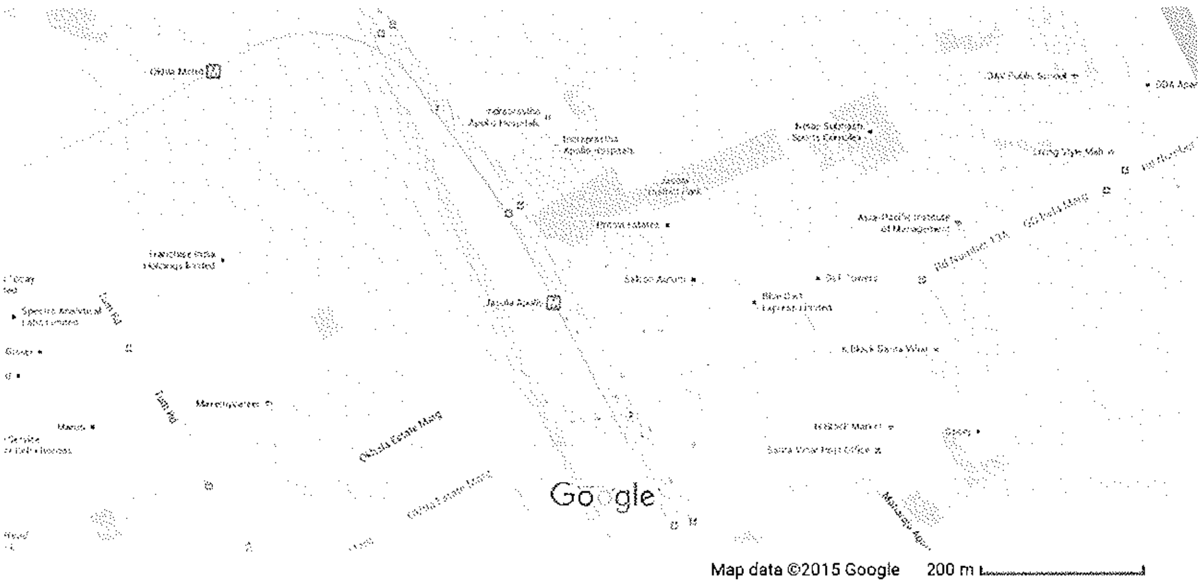
# WTC NOIDA DEVELOPMENT COMPANY PRIVATE LIMITED

Route Map

GF-09, Plaza M-6, Jasola District Centre, New Delhi-110025




Land Mark: Near Jasola Apollo Metro Station.

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