

CITADEL

REALTY & DEVELOPERS LTD.

61st ANNUAL REPORT

2020-21



MARATHON

Contents	Page
• Board of Directors	2
• Notice	3
• Director's Report	10
• Annexure to Director's Report	14
• Corporate Governance	17
• Management Discussion & Analysis Report	25
Results	
Standalone Results	
• Independent Auditor's Report	28
• Balance Sheet	33
• Profit & Loss Statement	34
• Cash Flow Statement	35
• Notes to Accounts	38
Consolidated Results	
• Independent Auditor's Report	54
• Balance Sheet	58
• Profit & Loss Statement	59
• Cash Flow Statement	60
• Notes to Accounts	63

DIRECTORS

- Mr. V. Ranganathan - Chairman & Independent Director
- Mr. Chetan R. Shah - Director
- Mr. Nilesh Dand - Director & C.F.O.
- Mr. Sundaram Ramamurthi - Director & C.E.O.
- Mrs. Sonal M. Shah - Director
- Mr. Devendra J. Shrimanker - Independent Director

COMPANY SECRETARY

- Ms. Anuja Dube

AUDITORS

- **STATUTORY AUDITORS**

BIPIN B. SHAH & CO.

Chartered Accountants

Flat No. 18, 3rd Floor, Fair Field,
B-Wing, Ram Krishna Mission Road,
Santacruz West, Mumbai - 400 054.
Tel: +91 22 2600 1054/2649 5925

- **SECRETARIAL AUDITORS**

NITIN R. JOSHI

Practicing Company Secretary

415, Marathon Max, Next to Udyog Kshetra,
Jn. Of L.B.S. Marg & Goregoan Link Road,
Mulund (W), Mumbai - 400 080.
E-mail: n_r_joshi@yahoo.com
Tel. 2562 5660

BANKERS :

- Bank of Baroda
- Kotak Mahindra Bank Limited
- Axis Bank Limited

REGISTERED OFFICE :

Marathon Futurex
N. M. Joshi Marg, Lower Parel,
Mumbai - 400 013.

CORPORATE OFFICE :

702, Marathon Max,
Jn. of Goregaon Link Road, Mulund,
Mumbai - 400 080.

CIN : L21010MH1960PLC011764

Website : <http://www.citadelrealty.in>

NOTICE OF THE SIXTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the **SIXTY FIRST (61st) ANNUAL GENERAL MEETING** of the members of **Citadel Realty and Developers Limited (CIN: L21010MH1960PLC011764)** will be held on Monday, September 27, 2021 at 12.30 p.m. through Video Conferencing (VC) facility/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended 31st March, 2021 and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors thereon.**
- To appoint a Director in place of Ms. Sonal Shah, who retires by rotation and being eligible, offers herself for reappointment.**

SPECIAL BUSINESS:

- Related Party Transactions under section 188(1) (d) of the Companies Act, 2013 and under regulation 23 of SEBI (LODR) Regulations, 2015 - availing or rendering of any services:**

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 Section 188(1)(d) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Audit Committee and Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with ”Fibre Box Bombay Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for availing or rendering any services relating to the business of the Company on a continuous ongoing basis for an aggregate value of not exceeding Rs.20 Crore, on principle terms as contained in the Explanatory statement, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Mr. Chetan R Shah, Director or Mr. S. Ramamurthi, Director & CEO or Ms. Anuja Dube, Company Secretary of the Company be and are severally authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary and expedient for the purpose of giving effect to this resolution.”

Regd. Office:

Marathon FutureX,
N. M. Joshi Marg, Lower Parel (W),
Mumbai 400013
Dated: May 03, 2021

By Order of the Board

Sd/-
Anuja Dube
Company Secretary

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Annual Report have been uploaded on the website of the Company at www.citadelrealty.in. The Notice and Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The statutory registers including Register of Directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to citadel@marathonrealty.com.
9. In accordance with the aforesaid Circulars, no physical copy of the notice of the AGM and the annual report for the financial year 2020-21 has been sent to members who have not registered their e-mail addresses with the company/depository participants.
10. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and the aforesaid Circulars, the company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting and attending the AGM through VC/OAVM are given in this notice.
11. SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the company or its RTA.
12. The Company has notified closure of Register of Members and Share Transfer Books from September 21, 2021 to September 27, 2021 (both days inclusive).
13. The members may note that, pursuant to SEBI Notification dated 8 June 2018 and Press Release dated 3 December 2018, transfer of shares (except transmission and transposition of shares) will be in dematerialized form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the company.
14. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
15. To avoid multiple communications, please intimate to Registrar & Transfer Agents about consolidation, if any, of the shares held under more than one folio number by you singly or jointly with others in the same sequence. Please also send relevant Share Certificates for the purpose.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

PROCESS FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER :

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereunder, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 61st annual general meeting (AGM) to be held on September 27, 2021 at 12.30 p.m. The company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 24, 2021 at 9:00 a.m. and ends on September 26, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 24, 2021 at 9:00 a.m. and ends on September 26, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2021.

How do I vote electronically using NSDL e-Voting system?





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>NSDL Mobile App is available on  App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to n_r_joshi@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to citadel@marathonrealty.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to citadel@marathonrealty.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at citadel@marathonrealty.com from September 23, 2021 to September 25, 2021.

Regd. Office:

Marathon FutureX,
N. M. Joshi Marg, Lower Parel (W),
Mumbai 400013
Dated: May 03, 2021

By Order of the Board

Sd/-
Anuja Dube
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Company is in business of developing SRA projects, as and when necessary, the Company seeks financial assistance from its Group Companies to support venture. The Company has taken ICD from Promoter Group Company viz. “Fibre Box Bombay Private Limited” (FIBRE) to support the development activities in its ordinary course of business. The interest payable for the loans/advances shall be not less than the bank rate declared by Reserve Bank of India from time to time.

Upon the recommendation of Audit Committee, the Board at its meeting held on May 03, 2021 had approved the said Related Party Transactions (RPT) with FIBRE, a Promoter Group Company.

The transaction(s) entered into with FIBRE comes within the meaning of Related Party transaction(s) in terms of provisions of Section 188 (1)(d) of companies Act 2013, applicable Rules framed thereunder read with the Regulation 23 of SEBI (LODR) Regulations 2015. Accordingly this item of business is recommended by the Board for the approval of the shareholders.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with FIBRE are as follows:

Sr. No.	Particulars	Remarks
a	The name of the related party and nature of relationship;	Fibre Box Bombay Private Limited, Promoter Group Company
b.	Name of the Director or KMP who is related	Ms. Sonal M. Shah, Director of the Company;
c.	Nature of Relationship	Promoter Group Company. Common Director.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	-Nature of services / transactions a. Expenses reimbursed b. Advances given/repaid c. Interest received - Material terms Servicing of Advances loan and Interest receipts - Monetary value Up to Rs. 20 Crore. All the transactions were on continuing basis and were undertaken on arm’s length basis in the ordinary course of business and to be used in the principle business activities of the Company.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	Transaction(s) entered into with Fibre Box Bombay Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Companies Act, 2013, applicable Rules framed thereunder read with the Listing Regulations. Hence, the approval of the shareholders is sought for the said Related Party Transaction(s) proposed to be entered into by Company with Fibre Box Bombay Private Limited.

As per Section 188 (1)(d) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014, approval of the shareholders is required in case of the dealing with, availing or rendering of any services, directly or through appointment of agent, exceeding 10% of the Turnover of the Company. The Management recommends this resolution for the approval of the shareholders.

Also as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the consolidated turnover of the Company as per the last audited financial statements).

Also, no member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

Memorandum of Interest:

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 3, except the following:

- (i) Ms. Sonal M. Shah, Director of the Company; also one of the directors of Fibre Box Bombay Private Limited,
- (ii) Marathon Realty Private Limited, Promoter Group Company.
- (iii) Fibre Box Bombay Private Limited, Promoter Group Company.
- (iv) Ms. Shailaja Chetan Shah, one of the directors of Fibre Box Bombay Private Limited, is also relative of Mr. Chetan Shah, a Director.

All the “Related Parties” are deemed to be interested in the above resolution and as such “Related Parties” who are shareholders shall abstain from approving the resolution.

Additional information on Director recommended for reappointment as required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and applicable Secretarial Standards:

1. Ms. Sonal M. Shah (DIN. 00199734)- Ms. Sonal M. Shah (DIN. 00199734), Non-Executive Director & Promoter of the Company retire at this AGM, being eligible offer herself for reappointment. Her brief profile is as follows:

Name of Director	Ms. Sonal M. Shah
Date of Birth	23-03-1964
Date of Appointment	25-03-2015
Qualification	B. Com., L.L.B
Expertise in specific functional areas	Ms. Shah is involved in various activities of the Marathon Group. She has successfully carried out the execution work of Marathon Nagari an affordable housing project which was awarded as the “Best Residential Apartment-Low Cost-Metro” across India by CREDAI in August 2012.
Other Companies in which Directorship held	Lark Stock Broking Private Limited Marathon Infotech Private Limited Fibre Box Bombay Private Limited
Other Public Companies in which membership of Committees of Directors held	Nil
No. of shares held as on 31.03.2021	270000

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting before the shareholders the 61st Annual Report together with the Audited Financial Accounts of the Company for the year ended 31st March, 2021:

1. Financial Highlights:

The Company's financial performance during the financial year ended March 31, 2021, as compared to the previous financial year are given here under:

(Amount in lakh except EPS)

Particulars	STANDALONE		CONSOLIDATED	
	Financial Year ended 31 st March, 2021	Financial Year ended 31 st March, 2020	Financial Year ended 31 st March, 2021	Financial Year ended 31 st March, 2020
Revenue from Operations	224.84	204.97	224.84	204.97
Other income	14.02	23.92	-	-
Total Revenue	238.86	228.89	224.84	204.97
Expenses	23.58	36.17	23.58	36.16
EBITDA	215.28	192.72	201.26	168.81
Depreciation and Amortization	-	-	-	-
EBIT	215.28	192.72	201.26	168.81
Interest and Finance charge	152.83	136.79	152.83	136.79
Earning Before Tax (EBT)	62.45	55.93	48.43	32.02
Less: Taxation:				
- Current Tax	-	5.00	-	5.00
- Deferred Tax	13.34	2.35	13.34	2.35
- MAT Credit	-	-	-	-
- Short provision of tax in earlier year	1.08	(4.75)	1.08	(4.75)
Profit/Loss After Tax	48.03	53.33	34.01	29.42
Share in the Profit of the Firm	-	-	1.06	25.80
Net profit for the period	48.03	53.33	35.07	55.22
Earning Per Share	0.61	0.68	0.44	0.70
Diluted Per Share	0.61	0.68	0.44	0.70

2. NATURE OF BUSINESS:

The Company is primarily engaged in the activities of Real Estate Development. The Company currently is developing project under the aegis of the Slum Rehabilitation Authority to rehabilitate a slum in Bhandup which is in the eastern suburbs of Mumbai. There was no change in nature of the business of the Company, during the year under review.

3. DIVIDEND:

In view of the absence of distributable profits your directors have decided not to recommend any dividend for the financial year ended March 31, 2021.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no unclaimed dividend lying in terms of section 125(2) of the Companies Act 2013 and accordingly the provisions of said section do not apply.

5. TRANSFER TO RESERVES:

During the period under review no amount is proposed to be transferred to General Reserve.

6. FUTURE PROSPECTS:

The Company currently is developing project under the aegis of the Slum Rehabilitation Authority to rehabilitate a slum in Bhandup which is in the eastern suburbs of Mumbai. In view of the prolonged effect of Covid 19 the working of the company was severely hampered. There is however a significant improvement in the demand for affordable housing which augurs well for the future of the Company.

7. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes occurred which are affecting the financial position of the Company.

8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

The internal control commensurate with the activities is supplemented by continuous review by the management. The internal control system is designed to ensure that every aspect of the Company's activity is properly monitored. At the Group level there has been an extensive exercise conducted on Internal Financial Controls. The Statutory Auditors have specifically commented on the existence of adequate Internal Financial Controls in relation to the activities of the Company.

9. PUBLIC DEPOSITS:

The Company has not accepted any fixed deposits, covered under Chapter V of the Companies Act, 2013.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company is engaged in real estate development (Infrastructural facilities) is exempt from the provisions of Section 186 of the Companies Act, 2013 related to any loans made or any guarantees given or any securities provided or any investments made by the Company.

11. APPOINTMENT STATUTORY AUDITOR:

Bipin Shah & Co. (Firm Reg. No. 101511W) had been re-appointed as Statutory Auditors of the Company at the 60th Annual General Meeting for next 5 year term.

12. REPORT U/S 134 (3) OF THE COMPANIES ACT 2013:

A report containing relevant information as required by the said section of the Companies Act 2013 is dealt separately and forms part of this Directors Report.

13. ANNUAL RETURN:

Annual return in accordance with the Companies Act, 2013, the annual return in the prescribed format is available at www.citadelrealty.in.

14. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES (CSR):

The Company does not meet with criteria given under section 135 (1) of the Companies Act, 2013 pertaining to CSR contribution.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the operations of the Company forms part of this Annual Report.

16. CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements as stipulated by Securities and Exchange Board of India (SEBI). The report on Corporate Governance as per the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 forms an integral part of this Annual Report.

Certificate on Corporate Governance

As required by SEBI (LODR) Regulation, 2015, Certificate on Corporate Governance is attached as **Annexure 1** of the Company.

17. BOARD OF DIRECTORS:**a. Composition of the Board:**

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 which, inter alia, stipulates that the Board should have an optimum combination of executive and non-executive directors.

As on 31st March, 2021 the Board comprised six Directors including one Woman Director, two independent Directors and the non-executive Chairman.

b. Changes in Directors and Key Managerial Personnel:**Reappointment**

As per Provision of Companies Act 2013, Ms. Sonal Shah, Promoter Director, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. The Board recommends her reappointment.

c. Number of Board Meetings held during the year:

During the year, four meetings of the Board of Directors were held. The details of the meetings are as follows: -

May 29, 2020; August 10, 2020; November 05, 2020 and February 04, 2021.

In accordance with the provisions of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on February 25, 2021.

18. PERFORMANCE EVALUATION:

The Performance Evaluation of all Directors was undertaken as per the prescribed standards. The Independent Directors of the company have formalized the mode of carrying out such evaluation of all the directors for the year under review. During the year under review, the Independent Directors have suggested process improvement on the matter relating to performance evaluation of Independent Directors under Section 134 (3) (p) read with Articles VII and VIII of Schedule IV of Companies Act, 2013 and Reg. 25 of SEBI (LODR) Regulations, 2021.

19. BOARD COMMITTEES:

The Board of Directors has constituted three Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All decisions pertaining to the constitution of Committees, appointment of Members and fixing of terms of reference / role of the committees are taken by the Board of Directors.

Detailed particulars relating to the above Committees have been furnished in Corporate Governance for the year ended 31st March 2021.

20. PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

During the financial year, the Company has taken an ICD from Fibre Box Bombay Private Limited, a related party, a Promoter Group Company (FIBRE) to support the venture in its ordinary course of business.

21. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed Mr. Nitin R. Joshi, Practising Company Secretaries, (Membership No: FCS No. 3137 and CP No. 1884) to conduct the secretarial audit of the Company.

The Secretarial Audit Report for the financial year ended 31st March, 2021, is annexed herewith and marked as Annexure 2 to this Report.

22. VIGIL MECHANISM:

Vigil Mechanism policy has been introduced by the Board on the framework for reporting instances of unethical/improper conduct and action for suitable steps to investigate and correct the same.

23. DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Marathon group have in place a Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) and others are covered under this policy. During the year under review, No Complaint was received by the Company.

24. DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors confirming that they met the criteria of Independence as prescribed under Section 149 (6) & (7) of the Companies Act, 2013 issued there under and under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

25. DIRECTOR'S RESPONSIBILITY STATEMENT:**The Directors confirms that:**

- i. in the preparation of the accounts for the year ended 31st March 2021, the applicable amended accounting standards have been followed.
- ii. appropriate accounting policies have been selected and applied consistently and reasonably so as to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the year under review, as at 31-3-2021;
- iii. proper and sufficient care has been taken 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; and

- iv. the annual accounts for the year ended March 31, 2021 have been prepared on the basis that the Company is “Going Concern”.
- v. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

the details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government: None

26. DISCLOSURE UNDER 134(3)(m) OF THE COMPANIES ACT, 2013:

The disclosure relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is not applicable.

However, while developing the SRA Project and the sale of buildings the Company adopts basic environment friendly measures in its construction activities and endeavour to practice the sustainability measures to improve the livelihood of the society at large.

27. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE

The particulars of Associates and Joint Venture have been disclosed in the Notes of the Financial Statement of the Company. During the year under review, Company do not have any Subsidiary Company.

28. COMPANIES SECRETARIAL STANDARDS:

The directors state that applicable secretarial standards, i.e. SS-1 and SS-2, relating to ‘Meetings of the Board of Directors and ‘General Meetings’, respectively, have been duly followed by the Company.

29. LISTING FEE:

The Annual Listing Fee for the Financial Year 2021-22 has been duly paid within the stipulated time to BSE Limited.

30. DEMATERIALISATION OF SHARES:

Members are aware that the company’s equity shares are under compulsory trading in dematerialized form for all categories of investors.

31. PARTICULARS OF EMPLOYEE:

The Company has no employee who receives remuneration to the extent provided in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2021.

32. ACKNOWLEDGMENT

The Directors would like to thank all shareholders, customers, bankers, contractors, suppliers, joint venture partners and associates of your Company for the support received from them during the year.

Regd. Office:
Marathon Futurex,
N.M.Joshi Marg, Lower Parel (W),
Mumbai 400 013

Dated: May 03, 2021

For behalf of the Board of Directors

S. Ramamurthi
Director & CEO
DIN: 00135602

Chetan Shah
Director
DIN: 00135296

Annexure 1

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Citadel Realty & Developers Limited.
Mumbai.

I have examined the compliance of the conditions of Corporate Governance by Citadel Realty & Developers Limited ('the Company') for the year ended on March 31, 2021, as stipulated in as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2021 as applicable.

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

Sd/-
(NITIN R. JOSHI)
FCS : 3137 PCS : 1884
UDIN No.: F003137C000707687
Date : 29.07.2021
Place: Mumbai

Annexure 2

Nitin R. Joshi
B.COM. LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY

415, Marathon Max, Next to Udyog Kshetra, Jn. Of L.B.S. Marg & Goregoan Link Road, Mulund (W), Mumbai-400 080.

E-mail: n_r_joshi@yahoo.com Tel. 2562 5660 Cell 98201 29178.

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[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,
The Citadel Realty & Developers Limited.
Marathon Futurex,
N.M.Joshi Marg,
Lower Parel, Mumbai 400 013.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by

Citadel Realty & Developers Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March, 31, 2021 according to the applicable provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB);
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the Company during the Audit Period)**
 - (d) The SEBI (Share Based Employee Benefits) Regulations 2014; **(Not applicable to the Company during the Audit Period)**
 - (e) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (f) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The SEBI (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and

- (h) The SEBI (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (vi) **I further report that**, having regard to the compliance system prevailing in the Company, considering and relying upon representation made by the Company and its officers for system and mechanism formed by the Company, I am of the opinion that the Company has complied with the following laws applicable specifically to the Company:
- (a) The Real Estate (Regulation and Development) Act, 2016;
- (b) The Maharashtra Ownership Flats (Regulation and Promotion of Construction, Sale, Management, Transfer) Act 1963 and its Rules;
- (c) The Maharashtra Apartment Ownership Act 1970;

I further report that the Company has complied with the applicable clauses/regulations of the following:

- (i) Applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.;
- (ii) The Equity Listing Agreement, to the extent applicable, entered in to by Company with BSE Limited; and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except to the extent as mentioned below:

- (i) Key Managerial Personnel (KMP) holding similar position of another Company, which is inconsistent with the provision of Section 203 of the Companies Act, 2013.

I 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 were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is 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.

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

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Director & Chief Executive Officer and taken on record by the Board of Directors at their meeting(s), I am of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

(NITIN R. JOSHI)
FCS : 3137 C.P. No. 1884
UDIN No. F003137C000707577

Date: 29.07.2021
Place: Mumbai

Note: This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

‘Annexure 1’

Nitin R. Joshi
B.COM. LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregoan Link Road, Mulund (W), Mumbai-400 080.
E-mail: n_r_joshi@yahoo.com Tel. 2562 5660 Cell 98201 29178.

To
The Members,
The Citadel Realty & Developers Limited.
Marathon Futurex,
N.M.Joshi Marg,
Lower Parel, Mumbai 400 013.

Our report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

(NITIN R. JOSHI)
FCS : 3137 C.P. No. 1884
UDIN No. F003137C000707577

Date: 29.07.2021
Place: Mumbai

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregoan Link Road, Mulund (W), Mumbai-400 080.
E-mail: n_r_joshi@yahoo.com Tel. 2562 5660 Cell 98201 29178.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Members,
The Citadel Realty & Developers Limited.
Marathon Futurex,
N.M.Joshi Marg,
Lower Parel, Mumbai 400 013.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CITADEL REALTY & DEVELOPERS LIMITED having CIN L21010MH1960PLC011764 and having registered office at Marathon Futurex, N.M. Doshi Marg, Lower Parel Mumbai 400 013 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	CHETAN RAMNIKLAL SHAH	00135296	14/01/2010
2	SONAL MAYUR SHAH	00199734	25/03/2015
3	SUNDARAM RAMAMURTHI	00135602	29/03/2007
4	VEERARAGHAVAN RANGANNATHAN	00269682	07/02/2014
5	DEVENDRA JASHWANTRAI SHRIMANKER	00385083	29/05/2017
6	NILESH DHANKUMAR DAND	00199785	29/03/2007

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

(NITIN R. JOSHI)
FCS : 3137 C.P. No. 1884
UDIN No. F003137C000187607

Place : Mumbai
Date : 27-04-2021

ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2021.**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company is part of "Marathon Group. Comprehensive guidelines, policies and procedures have been formulated by the Board in support of the Group's corporate governance framework including the "Director's Manual", "Corporate Governance Manual", "Guidelines on Internal Control System", "Corporate Policy on Staff Responsibility", "Whistleblowing Policy", "Disclosure Policy on Inside Information", and the terms of reference for various board committees. These documents are reviewed regularly by the Board and the relevant board committees and are updated in line with the amendments of applicable legislations and rules as well as the current market practices.

The Company has complied with all the applicable provisions of the Corporate Governance as stated in the SEBI (LODR) Regulations, 2015.

The Board

The primary role of the Board is to protect and enhance long-term shareholder value. It sets the overall strategy for the Group and supervises executive management. It also ensures that good corporate governance policies and practices are implemented within the Group. In the course of discharging its duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

The Board comprises six of Directors. Updated director details are available on the Company's website. Day-to-day operation of the businesses is delegated to the Management of the Company. They are being closely monitored by the Board and are accountable for the performance of the Company as measured against the corporate goals and business targets set by the Board.

Familiarization:

The Company provides background information about its history, mission and businesses to its directors. Directors are also invited to visit the Group's operational facilities from time to time and to meet with the management for gaining better understanding of business operations of the Group. Furthermore, the Board has separate and independent access to the senior management at all times. With prior request to the CEO, the Board is given access to independent professional advice any time when it thinks appropriate. Appropriate liability insurance for directors has been arranged for indemnifying their liabilities arising out of corporate activities. This insurance coverage is reviewed on an annual basis. The posts of Chairman and Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company are separate to ensure a clear distinction between the Chairman's responsibility to manage the Board and the Executive Officers responsibility to manage the Company's business.

2. BOARD OF DIRECTORS :**Composition:**

The present strength of the Board of Directors is six Directors and complies with the requirement of SEBI (LODR) Regulations, 2015.

Four Board meetings were held during the year ended March 31, 2021. These were held on **May 29, 2020; August 10, 2020; November 05, 2020 and February 04, 2021**. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standards.

Further all Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2021 are given below:

Number of Board Meetings held during the year ended 31st March 2021 and other details:

Name of Director	Designation & Category of Directorship	Attendance Particulars			Directorship in other companies including private companies in India.	No. of Committee in which Chairman/Member (other than Citadel Realty and Developers Limited)	
		No. of Board meetings held	No. of Board Meeting attended	Attendance at the last AGM		Member	Chairman
Mr. V. Ranganathan DIN: 00269682	Non-Executive - Independent Director and Chairman of the Board	4	4	Yes	0	0	0
Mr. S. Ramamurthi DIN: 00135602	Executive - Director and CEO	4	4	Yes	2	1	0
Mr. Nilesh Dand DIN: 00199785	Executive Director and CFO	4	4	Yes	5	0	0
Mr. Chetan R. Shah DIN: 00135296	Non-Executive - Promoter Director	4	4	Yes	18	2	0
Mrs. Sonal M. Shah DIN: 00199734	Non-Executive - Promoter Director	4	4	Yes	3	0	0
Mr. Devendra Shrimanker DIN: 00385083	Non-Executive Independent Director	4	4	Yes	3	2	4

CITADEL REALTY AND DEVELOPERS LIMITED

Names of Director	Directorship in other Listed Companies	Category of Directorship
Mr. S.Ramamurthi	Marathon Nextgen Realty Limited	Executive Director
Mr. Nilesh Dand	-	-
Mr. Chetan R. Shah	Marathon Nextgen Realty Limited	Executive Director
Mrs. Sonal M.Shah	-	-
Mr. Devendra Shrimanker	1. Pentokey Organy (India) Ltd. 2. Aarvi Encon Limited	Non Executive Independent Director

Relationship between Directors inter-se:

Except as disclosed below, no Director of the Company is related to any other Director on the Board:

Ms. Sonal Shah is wife of Mr. Mayur Shah, who is brother of Mr. Chetan Shah

No. of Shares held by Non-Executive Directors as on 31st March, 2021

<u>NAME OF DIRECTORS</u>	<u>NO. OF SHARES HELD</u>
Mrs. Sonal M. Shah	270000
Mr. V. Ranganathan	Nil
Mr. Chetan R. Shah	Nil
Mr. Devendra Shrimanker	Nil

Committee of Directors includes Audit Committee, Shareholders / Stake holders Relationship Committee, Share Transfer Committee and Nomination and Remuneration Committee of the Company.

The Particulars of Directors who are proposed to be reappointed at the ensuing Annual General Meeting are given below:

- Ms. Sonal M. Shah (DIN. 00199734)**, Non-Executive Director & Promoter of the Company retire at this AGM, being eligible offer herself for reappointment. Her brief profile is as follows:

Name of Director	Ms. Sonal M. Shah
Date of Birth	23-03-1964
Date of Appointment	25-03-2015
Qualification	B. Com., L.L.B
Expertise in specific functional areas	Ms. Shah is involved in various activities of the Marathon Group. She has successfully carried out the execution work of Marathon Nagari an affordable housing project which was awarded as the "Best Residential Apartment-Low Cost-Metro" across India by CREDAI in August 2012.
Other Companies in which Directorship held	Lark Stock Broking Private Limited Marathon Infotech Private Limited Fibre Box Bombay Private Limited
Other Public Companies in which membership of Committees of Directors held	Nil
No. of shares held as on 31.03.2021	270000

Directors' Familiarization Programme:

"Marathon Group" as a whole conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities and contribute significantly towards the growth of the Company.

The Company holds Board Meetings at its registered office and also in other locations within Mumbai. The Directors periodically review the various businesses of the Company, in the context of the industry scenario, competitive environment and regulatory framework.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes.
Board Service and Governance	Service on public company board to develop insights about maintaining board and management accountability, protecting shareholders interest and observing appropriate governance practice.

Director	Governance	Strategy and Planning	Financial	Board Service and Governance
Mr. V. Ranganathan	✓	✓	✓	✓
Mr. S. Ramamurthi	✓	✓	✓	✓
Mr. Nilesh Dand	✓	✓	✓	✓
Mr. Chetan R. Shah	✓	✓	✓	✓
Mrs. Sonal M. Shah	✓	✓	✓	✓
Mr. Devendra Shrimanker	✓	✓	✓	✓

The Board has confirmed that, the Independent Directors fulfill the conditions specified in the regulation and are independent of the management.

3. AUDIT COMMITTEE:

Terms of Reference:

The terms of reference of this committee are wide enough, covering matters specified for Audit Committees under the Section 177 (4) of Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015 which includes reviewing with the management, the quarterly financial statements before submission to the board for approval, related party transactions, vigil mechanism process.

As on March 31, 2021, the Audit Committee comprises of Members as stated below. The composition of the Committee is in conformity with the Listing Regulations and Companies Act, 2013. During the year under review, the Audit Committee met four times; on **May 29, 2020; August 10, 2020; November 05, 2020 and February 04, 2021**. The time gap between any two meetings was less than 120 days.

The details of attendance of Members is as under:

Name	Designation	Executive/Non-Executive /Independent	Committee Meeting held	Committee Meeting attended
Mr. V. Ranganathan	Chairman	Non-Executive Independent Director	4	4
Mr. Devendra Shrimanker	Member	Non-Executive Independent Director	4	4
Mr. S. Ramamurthi	Member	Executive Director & CEO	4	4

4. NOMINATION AND REMUNERATION COMMITTEE :

The terms of reference of this committee are wide enough, covering matters specified for Nomination Remuneration Committee under the Section 178 of Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015. As on March 31, 2021, the Nomination and Remuneration Committee comprises of Members as stated below. The composition of the Committee is in conformity with the Listing Regulations and Companies Act, 2013 i.e., there are three Directors. More than fifty percent of the Directors are Independent Directors.

The following is the composition of Nomination & Remuneration Committee of Directors.

Name	Category	Position
Mr. Devendra Shrimanker	Non- Executive – Independent Director	Chairman
Mr. V. Ranganathan	Non- Executive – Independent Director	Member
Mrs. Sonal Shah	Non Executive – Director	Member

The Committee deals with matters relating:

- to matters to be dealt with and recommended by the Committee to the Board;
- the appointment/removal and nomination Directors and
- recommendation of remuneration and perquisites, etc.

Performance evaluation criteria for Independent Directors:

The evaluation of IDs has been done by the entire Board of Directors, on February 25, 2021 excluding the director being evaluated. The Board will keep in view the report of performance evaluation while determining the suitability of extending or continuing the term of appointment of the IDs.

The role of the Committee is also to lay down the criteria for performance evaluation of Board of Directors as a whole, individual Directors and the committees of the Board. Under the said performance evaluation framework, the Committee has identified the criteria upon which every Director, every Committee, and the Board as a whole shall be evaluated.

5. REMUNERATION TO DIRECTORS-

The details of payments of sitting fees paid to Directors during the year are given below:

Sr. No.	Particulars	Fees paid during the year (in INR)
1	Mr. Devendra Shrimanker	180000
2	Mr. Nilesh Dand	90000
3	Mrs. Sonal Shah	80000
4	Mr. S.Ramamurthi	170000
5	Mr. V.Ranganathan	190000
6	Mr. Chetan Shah	80000

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The terms of reference of this committee are wide enough, covering matters specified for Stakeholders Relationship Committee under Regulation 20 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

Name of non-executive Director heading the committee -As on March 31, 2021 the Stakeholders' Relationship Committee consists of Members as stated below.

Name	Category	Position
Mr. V. Ranganathan	Non-Executive Independent Director	Chairman
Mr. Nilesh Dand	Executive Director	Member
Mr. S. Ramamurthi	Executive Director	Member

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, and other allied complaints.

Status of Investor Complaints during the Financial Year ended 31st March 2021:

Number of Complaints	Nil
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed off during the year	Nil
Remaining unresolved at the end of the year	Nil

Name of Compliance officer:- Ms. Anuja Dube, the Company Secretary and Compliance Officer of the Company.

7. GENERAL BODY MEETINGS :

Details of the location of the last three AGM and the details of the resolutions passed.

Year	Location	Date	Time	Special Resolutions
2019-2020	Through Video Conferencing (VC) facility/ Other Audio Visual Means (OAVM)	29-09-2020	3:00 p.m.	No
2018-2019	Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020	27-09-2019	3:00 p.m.	Yes To re-appoint Mr. V. Ranganathan (DIN 00269682) as an Independent Director
2017-2018	Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020	03-08-2018	4:00 p.m.	Nil

8. MEANS OF COMMUNICATION :

The quarterly and half-yearly results are regularly submitted to the Stock Exchanges in accordance with the Listing regulations and are published in one English daily newspaper i.e. 'Business Standard' and one vernacular daily news paper i.e. 'Lakshadweep' having adequate circulation.

9. GENERAL SHAREHOLDER INFORMATION :**Company Registration Details :**

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L21010MH1960PLC011764 having registered office address: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400013 and the Corp. office is at 7th Floor, Marathon Max, Mulund-Goregaon Link Road, Mulund (w), Mumbai 400 080.

SIXTY-FIRST ANNUAL GENERAL MEETING:

Date and Time:	at September 27, 2021 at 12:30 P.M.
Venue	Video Conferencing (VC) facility/Other Audio Visual Means (OAVM)
Financial Year	1st April 2020 to 31st March 2021
Date of book closure	September 21, 2021 to September 27, 2021 (both days inclusive)
Dividend payment date(s)	Before 30 days of declaration by shareholders at the General Meeting
Listing on stock exchange(s)	BSE Limited
Stock code	502445
Demat ISIN Number for	INE906D01014 NSDL & CDSL

LISTING FEE:

The Annual Listing Fee for the Financial Year 2021-22 has been duly paid within the stipulated time to BSE Limited.

Market Price Data :

The High & Low price, during each month in the last financial year, of the Company's shares and BSE SENSEX is as follows :

Period	COMPANY'S SHARES		SENSEX	
	High	Low	High	Low
(FY: 2020-2021)				
Apr-20	11.9	10.3	33887.25	27500.79
May-20	10.79	9.27	32845.48	29968.45
Jun-20	12.54	9.89	35706.55	32348.1
Jul-20	15.21	12.15	38617.03	34927.2
Aug-20	13.5	10.1	40010.17	36911.23
Sep-20	13.02	9.41	39359.51	36495.98
Oct-20	9.85	8.1	41048.05	38410.2
Nov-20	10.3	9.01	44825.37	39334.92
Dec-20	12.45	9.41	47896.97	44118.1
Jan-21	12.2	9.04	50184.01	46160.46
Feb-21	11.84	8.75	52516.76	46433.65
Mar-21	11.79	8	51821.84	48236.35

Registrar of Transfer Agents

Bigshare Services Pvt. Ltd.

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,

Next to Keys Hotel Makwana Road, Andheri East, Mumbai – 400 059.

Website : www.bigshareonline.com

Share Transfer system

All the share transfers received are Processed and approved by the Share Transfer Committee.

Distribution of Shareholding and Shareholding Pattern as on 31st March 2021

SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT (Rs.)	PERCENTAGE OF TOTAL
1	5000	2681	77.5752	4111730	5.2099
5001	10000	445	12.8762	3405740	4.3153
10001	20000	175	5.0637	2532850	3.2093
20001	30000	42	1.2153	1042150	1.3205
30001	40000	27	0.7813	943760	1.1958
40001	50000	16	0.4630	760330	0.9634
50001	100000	38	1.0995	2601830	3.2967
100001	999999999	32	0.9259	63523590	80.4891
TOTAL		3456	100.00	78921980	100

Dematerialization of shares and Liquidity as on 31.3.2021 :-

As on March 31, 2021, 93.24% of shareholding was held in dematerialized form with NSDL and CDSL, while 6.76 % was held in physical form. The detailed data are as follows:

Categories	Physical	%	Demat	%	Total	%
Promoters	0	0	5124962	64.94	5124962	64.94
Bodies Corporate	1344	0.02	181793	2.30	183137	2.32
Nationalized Banks	1750	0.02	734	0.00	2484	0.03
NRI's	392	0.00	10914	0.14	11306	0.14
Trust	0.00	0.00	66	0.00	66	0.00
clearing Member	0.00	0.00	1337	0.02	1337	0.02
Public	530067	6.72	2038839	25.84	2568906	32.55
Total	533553	6.76	7358645	93.24	7892198	100

Categories of Shareholders as on 31st March 2021

Sr. No.	Category	Total Shareholder	% of Shareholders	Total Shares	Percentage
1	Promoters	4	0.12	5124962	64.94
2	Clearing Member	6	0.17	1337	0.02
3	Corporate Bodies	30	0.87	183137	2.32
4	Nationalised Banks	6	0.17	2484	0.03
5	NRI	18	0.52	11306	0.14
6	Public	3391	98.12	2568906	32.55
7	Trust	1	0.03	66	0.00
Total		3456	100.00	7892198	100.00

Variation in Market Capitalization:

(Amt. in Lakhs)

	As at March 31, 2021	As at March 31, 2020	Increase /(decrease) in %
Market capitalization	709.51	778.96	↓ 8.92%

Address for Correspondence: Citadel Realty and Developers Limited**Corporate office address:**

702, Marathon Max,
Junction of Mulund-Goregaon Link Rd.,
Mulund (W), Mumbai 400080
Ph. 022-67728484, Fax.:022-67728408
Website : www.citadelrealty.in
Email : citadel@marathonrealty.com

Registered Address:

Marathon Futurex, N.M. Joshi Marg,
Lower Parel, Mumbai 400013.
Ph. 022-67728484, Fax.:022-67728408
Website : www.citadelrealty.in
Email : citadel@marathonrealty.com

10. OTHER DISCLOSURES :**Related Party transactions:**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors, or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large : -

- (i) Transactions with the related parties are disclosed in Notes to the Accounts in the Annual Report.
- (ii) None of the transaction with any of the related parties were in conflict with the interest of the Company.

The weblink for policy on dealing with related party transaction is <http://www.citadelrealty.in>

Details of non-compliance:

There are no non-compliance, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last year.

Your Company has a Whistleblower Policy in place. During the year under review no personnel have either approached the Audit Committee or been denied access to the Audit Committee.

Details of compliance with mandatory requirements and adoption of non mandatory requirements: Mandatory requirements as per the SEBI(LODR) Regulations-2015 are adhered with.

Web link of the Company regarding the Policy determining material subsidiaries: www.citadelrealty.in

The weblink for policy on dealing with related party transaction is <http://www.citadelrealty.in>

Your Company does not deal with commodity price risks and commodity hedging activities.

Your Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

A certificate from Mr. Nitin R. Joshi, Company Secretary in Practice, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority forms part of this Report.

The recommendations from committees time to time, has been accepted by the Board.

M/s. Bipin B Shah & Co., Chartered Accountants,(Firm Registration No.101511W), were appointed as statutory auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

(Amt. in Lakhs)

Particulars	for the year ended 31-Mar-21	for the year ended 31-Mar-20
Statutory Audit Fees including fees for quarterly limited reviews	0.73	0.73
Tax Audit Fees	-	-
Other Services	-	-
Total	0.73	0.73

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year- **None**
- b. number of complaints disposed of during the financial year - **NA**
- c. number of complaints pending as on end of the financial year.- **NA**

The Company has complied with requirement of corporate governance report.

Adoption of discretionary requirements specified in Part E of Schedule II on Corporate Governance as per SEBI(LODR) Regulations 2015:

a. The Board:

The Chairman of the Board is non executive Independent Director and do not maintain a separate office,

b. Shareholders Rights:

A half yearly declaration of financial performance including summary of significant events to be sent to Shareholders: Yet to be initiated.

c. Modified Opinion in Audit Report:

Efforts are made to move towards unmodified audit opinion regime.

Disclosure of compliance with corporate governance requirements under regulations 17 to 27 and regulation 46(2) (b) to (i) of SEBI (LODR), Regulations, 2015 -The Disclosure of compliance with corporate governance requirements under regulations 17 to 27 and regulation 46(2) (b) to (i) of SEBI (LODR), Regulations, 2015 is not applicable to the Company, but adhering to the good Corporate governance, our Company has complied with all the corporate governance requirements which has been made in the Annual Report.

The CEO/CFO certification in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations has been placed before the Board of Directors.

Reconciliation of Share Capital Audit Reports :

Quarterly Reconciliation Share Capital Audit Reports were furnished to the Stock Exchange to the following dates :

Quarter ended on	Furnished on
30-06-2020	15-07-2020
30-09-2020	20-10-2020
31-12-2020	14-01-2021
31-03-2021	16-04-2021

CERTIFICATE

To

The Members of Citadel Realty and Developers Ltd.

Sub: Declaration by the chief executive officer under Schedule V (D) of SEBI (LODR) Regulations 2015.

I, S. Ramamurthi, CEO & Director of Citadel Realty and Developers Ltd hereby declare that all members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2021.

For and on behalf of the Board of Directors

Mumbai

Date: May 03, 2021

S. Ramamurthi

CEO & Director

Certificate on Compliance from the Practicing Company Secretary

Sub: Compliance Certificate under Schedule V (E) of SEBI (LODR) Regulations 2015.

Certificate of the Practicing Company Secretary has been issued on the compliance of conditions of the Corporate Governance and the same forms part of this Directors Report.

For and on behalf of the Board of Directors

Mumbai

Date: May 03, 2021

S. Ramamurthi

CEO & Director

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management of the Company is pleased to present this report covering the activities of the Company during the year ended on March 31, 2021.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS- MACRO ECONOMIC ENVIRONMENT OVERVIEW

Economic outlook- Global Economy

The challenging phase we are living through is unprecedented in nature. The unprecedented health hazard continued to disrupt the lives and livelihoods of millions of people across the globe throughout the year. In response to disruptions from the global pandemic, many central banks in emerging market and developing economies employed asset purchase programs and rapid testing and vaccination the situation is being managed efficiently across the globe. These programs were successful in lowering bond yields without triggering currency depreciations. Despite the steep downturn during the early spring, home sales rebounded in the summer. This recovery is uneven and largely reflects sharp rebounds in some major economies. The global outlook is subject to significant downside risks, including the possibility of additional COVID-19 waves and financial stress amid high debt levels of Emerging Market and Developing Economies (EMDEs).

According to the IMF, decline in global output in 2020 is estimated at 3.3 per cent, which is unprecedented in the manner it impacted economic performance across sectors and geographic regions. The output loss was even higher for advanced economies which contracted by 4.7 per cent, compared to the 2.2 per cent decline in emerging market and developing economies.

Financial year 2020-21 was challenging and turned volatile towards the end of 4th quarter. While major economies slowed down with US-China trade strains, the Middle East geopolitical turmoil followed by plummeting crude oil prices, the world witnessed a fresh health challenge in the form of COVID-19 virus. This brought the entire world to a grinding halt, sending both demand and supply side shock waves apart from its unprecedented health implications.

Economic outlook- Indian Economy

Despite the setbacks during first half of FY 2020-21, the realty sector witnessed a major revival in the second half of FY 2020-21. Indian Real Estate market have bounced back in much stronger way. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. India also recorded a steep contraction in output in 2020-21. According to the provisional estimates released by the Central Statistics Office (CSO) on 31 May 2021, decline in India's Gross Domestic Product (GDP) for 2020-21 is estimated at 7.3 per cent, compared to a 4 per cent growth in the previous year.

Real Sector in India is forecast to reach US\$650 billion, representing 13% of India's GDP by 2025.

Real estate is one of the major contributors to the economy by supporting innumerable ancillary industries and providing employment to millions directly and indirectly. Growth in real estate has multiple efforts on the economy. Despite such strong fundamentals the government does not recognize real estate as an industry. It is time that real estate sector get an industry status. This would enable developers to raise funds at lower rates and cut down their cost of capital which would eventually have bearing on overall project costs.

Recent Measures taken by Government to boost Real Estate Segment:

Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies. Below are some of the other major Government initiatives:

- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).
- In October 2020, the Ministry of Housing and Urban Affairs (MoHUA) launched an affordable rental housing complex portal.
- On October 27, 2020, the government announced the application of Real Estate (Regulation & Development) Act, 2016 in the union territory of Jammu & Kashmir. This has paved the way for any Indian citizen to buy non-agricultural land and property, as opposed to the eligibility of only local residents earlier.
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet has approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government has created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of January 31, 2021, India formally approved 425 SEZs, of which 265 were already operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

The Govt. of Maharashtra has come out with bold steps to bolster the real estate sector in the state.

- Slashing of premiums for additional FSI/TDR
- Concessional Stamp Duty for registration up to Dec 2020.

These measures gave a much-needed impetus to the industry.

What has changed for real estate in pandemic times? –

The global pandemic has brought to fore the importance of real estate, especially residential segment. It is not that in the pre-COVID era, people were not purchasing homes. In fact, there was an upsurge in the younger generation showing interest in home buying than ever before. Millennials, who favour rental rather than self-owned homes, started looking for freedom from a lifelong rental trap.

According to reports, housing sales improved 13% in the first three quarters of 2019 combined as against the corresponding period in 2018, and by 23% in that period two years ago. ANAROCK data revealed that the three quarters of 2019 collectively saw sales of nearly 2.02 lakh units in the top 7 cities (during the same period in 2016, it was 2.07 lakh units).

The realisation meant that the real estate sector, predicted to incur huge losses after the pandemic, bounced back within months, with sales reaching pre-COVID levels within a few months of the first Unlock. A report by ANAROCK in September 2020 revealed that the Indian housing sector made a strong comeback in Q3 2020, with sales and new launches rebounding to 65% and 79% of the pre-COVID-19 levels (Q1 2020), respectively. The report said, “Sales were significantly higher than the preceding quarter when the coronavirus pandemic had brought sales down to just 12,730 units.”

Another pandemic-induced change is the demand for larger spaces where people can have a separate place inside the house for various tasks. The demand for larger homes – 3 BHK and up – has risen since the pandemic hit India. As everyone is stuck at home for extended periods due to the pandemic, the situation necessitated a large enough home to support activities such as office work, study area, and entertainment.

BUSINESS OVERVIEW

The Company is into the Slum Rehabilitation Project under Slum Rehabilitation Authority to rehabilitate a slum in Bhandup. The Company, currently developing project with Shree Swami Smarth Builders in a joint venture in Bhandup. In these rising pandemic times the SRA projects are highly affected segment in the real estate sector.

The Company may source funds for its projects based on the industrial status accorded to the segment in which it operates. The creditability of the Company would get enhanced with its “Marathon Brand” image in affordable housing and SRA segments.

Initiatives by Government to boost Slum Development Scheme:

- In a bid to give a much needed boost to slum rehabilitation projects in Mumbai, the Maharashtra Government, along with the State Bank of India, will set up a stress fund in which the government will contribute Rs 700 crore to Rs 1000 crore, while a major chunk will come from the SBI.
- All Slum Rehabilitation Project, to take care of slum dwellers, will have a primary healthcare centre admeasuring 1,000-5,000 sq ft. It will be free of FSI basis.
- The area of houses under slum rehabilitation schemes in the Mumbai Metropolitan Region (MMR) will be increased to 300 sq.ft. from 269 sq.ft. These schemes will now be implemented in all seven municipal corporations and seven municipal councils in the MMR. In Mumbai, the limit of use of slum TDR has been increased from 20% to 30%.
- Numbers of steps for Slum Rehabilitation Authority (SRA) to ease the process for builders.
- Welcoming of foreign direct investment in government housing schemes with an arrangement of 20% equity to SRA.

2. OPPORTUNITIES & THREATS

OPPORTUNITIES

Among the many learnings the pandemic imparted to the sector, is embracing the digital mediums. In fact, if not for those, it would have been nearly impossible for the sector to see any sales, whatsoever. “The year saw a growing thrust towards digitisation and technology adoption, chronicling a new era in the industry. There has been a significant rise in digital launches, virtual property events, online listing and viewing, data analytics, cloud-based services and much more.

The Govt. of Maharashtra has realized that rapid urbanization of Mumbai City is of utmost importance and has accordingly drawn up ambitious plans. With the introduction of RERA, rapid urbanization

and improved living standard, the demand for housing in affordable sector is robust and your Company would endeavour to derive it.

Digitalization - SRA is planning to boost transparency by digitalization its systems so that the redevelopment process— from a developer applying for a scheme to the allotment of tenements to eligible slum dwellers — can be tracked online. A web portal for “citizen centric processes all details pertaining to the allotment in SRA”.

The recent lockdown due to COVID19 has forced real estate companies to focus much more on digital marketing and online platforms. It's good news for slum dwellers as the state government is now all set to give them bigger homes measuring 315-322 square feet area from the current 269 square feet area.

Affordable House Segment: Affordable housing has emerged as the most preferred segment with respect to the amenities offered at reasonable prices. It is also gaining interest from investors, especially in metros. This segment is likely to continue getting this boost, if infrastructure developments around the project are being completed timely.” The Company is into development of affordable housing segment under SRA scheme, in the amidst outbreak of Co-vid 19, Company have received good response in Affordable houses as people have realised the importance of owning a home and that this feeling is going to persist.

THREATS

The real estate industry is often affected by changes in government policies and regulations. There are considerable procedural delays with respect to approvals related to acquisition and use of land. Unfavourable changes in the government policies and the regulatory environment may adversely impact the performance of the Company. Some of the challenges in Real Estate sector are listed below:

1. SRA projects are already have huge documentation process and Covid 19 outbreak would increase the delays in projects completion.
2. The slowdown in project execution activity, are expected to limit the overall decline in net cash flows.
3. A single window clearance mechanism for approvals, would go a long way in minimizing the time schedule for completing projects.
4. Real Estate segment provides huge employment in India, amid Covid 19 outbreak, many people would have to undergo forced job loss resulting in lesser demand for the products of the Company.

3. OUT LOOK

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

4. RISKS AND CONCERNS

Apart from the increase in land prices, inputs costs have also been constantly increasing. Higher interest cost would dent margins and may have a direct effect on the customer's cash flow as well. Increase in end product prices coupled with tight liquidity may impact demand. The various taxes and levies would add to the costs and this is likely to squeeze margins as end product prices may not go up correspondingly.

Pandemic risk

The outbreak of a novel strain of coronavirus (i.e. COVID-19), which commenced in December 2019 has now spread across the world. India has been no exception and currently our country is looking to come out of second disastrous wave. At the same time, the country is progressing well in its vaccination program. All prominent rating companies and experts, including Reserve Bank of India have projected a healthy recovery of economic activities in India.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The internal control commensurate with the activities is supplemented by continuous review by the management. The internal control system is designed to ensure that every aspect of the company's activity is properly monitored.

6. DISCUSSION ON FINANCIAL PERFORMANCE (STANDALONE)

Operational Performance: (Rs. in lakhs)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
Total Revenue	238.86	228.89
Total Expenses	176.41	172.96
Profit Before Extraordinary Items and Taxation	62.45	55.93
Extraordinary item - (Loss)	0	0
Profit Before Tax	62.45	55.93
(a) Current Tax	0	5.00
(b) Deferred Tax	13.34	2.35
(c) MAT credit	0	0
(d) Short provision of tax in earlier year	1.08	(4.75)
Profit After Tax	48.03	53.33

7. HUMAN RESOURCE:

Employee Engagement and Talent:

It is the people that make an organization. With the centralized human resources department at Group Level being the custodian of all people related processes, it becomes the critical success factor in organisational success. The HR works with an objective of aligning the aspirational needs of the people with the organizational objectives of sustained growth, market leadership and cost competitiveness. Its sole aim is to build "Marathon Group" as an exemplary organisation that inspires excellence every day.

Having a great brand and great people have always been our asset. We can achieve sustainable, profitable growth only when we engage and empower employees to the best they can be. Our constant endeavour is to work towards making an organization that is simple, diverse and agile which will move fast and innovate better.

Our employees are customer-centric as well as future ready and are able to compete in a fast-changing world characterized by digitisation

and increased competition. Our employees are empowered to act like entrepreneurs and business owners. We have been the 'Employer of Choice' in our industry for many years. We have created an environment where our people get significant responsibilities early in their careers. We consider people as our biggest assets and we have put concerted efforts in talent management practices and in learning and training initiatives to ensure that we consistently develop an inspiring, strong and credible leadership. We ensure that young talent is nurtured and mentored on a regular basis, that rewards and recognition are commensurate with their performance and that employees have an opportunity to develop and grow. We have an organizational structure that is agile and focused on delivering business results. With regular communication and sustained efforts, we ensure that we align our employees with Marathon Group overall objectives.

We strongly believe in fostering a culture of trust and mutual respect in all our employees and ensuring that they understand and follow our values and principles. We have been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all areas and efficient utilization of our resources for sustainable and profitable growth

8. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Significant Changes in Key Financial Ratios :	Formula	Ratio
Debtors T/over:	Net Credit sales / Average Account Receivable	NA
Inventory T/over:	Sales / Avg Inventory	NA
Interest Coverage Ratio:	Interest expenses/ EBIT	0.71
Current Ratio:	Current Assets/ Current Liabilities	1.41
Debt equity Ratio:	Debt/ Equity	1.77
Operating Profit margin (%):	Operating profit/ Operating Revenue	21.54%
Net profit Margin(%):	Net Profit / Turnover	20.11%

9. DISCLOSURE OF ACCOUNTING TREATMENT:

The guidelines / accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under section 133 of the Companies Act, 2013, have been followed in preparation of the financial statements of the Company.

Cautionary Statement

Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events.

Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and other incidental factors. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent development.

INDEPENDENT AUDITORS' REPORT

To the Members of

Citadel Realty and Developers Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of Citadel Realty and Developers Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the Statement of Profit and Loss (including other comprehensive income) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at March 31, 2021, its profit and other comprehensive income and cash flows for the year ended on that date.

Basis of opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. The assessment of recoverable amount of the Company's investment in and loans receivable from Associates involves significant judgment in respect of assumptions

such as discount rates, current work in hand, future contract wins/ future business plan and the recoverability of certain receivables as well as economic assumption such as growth rate.

Auditor's responds:-

Our procedures included the following:

- Evaluated the net worth and past performance of the Company to whom loans given or investments made. Compared the carrying amount of the investment with the expected value of the business

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on

the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the order.

For Bipin B. Shah & Co.

Firm Registration Number: 101511W

Chartered Accountants

Bipin B. Shah

Proprietor

Membership No. 013191.

UDIN:- 2101319AAAAAE3122

Place:- Mumbai**Date :- May 03, 2021**

Annexure 'A' to the Independent Auditor's Report

(With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2021, we report the following:)

In respect of the Company's fixed assets:

- i. The Company does not have any fixed assets therefore reporting under this clause is not applicable.
- ii. The Company inventory includes construction work in progress accordingly the requirements under paragraph 3(ii) of the Order is not applicable for construction work in progress. The inventory comprising of finished goods has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. No discrepancies were noticed on verification between the physical stocks and the book records.
- iii. According the information and explanations given to us, the Company has not granted unsecured loans to any bodies corporate other than covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
 - a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b. The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - c. There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31,2021 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues :
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Goods and Service Tax and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other

material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or dues to debenture holders. Hence, reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bipin B. Shah & Co.

Firm Registration Number: 101511W
Chartered Accountants

Bipin B. Shah
Proprietor
Membership No. 013191.
UDIN:- 2101319AAAAAE3122

Place:- Mumbai
Date :- May 03, 2021

Annexure “B” to the Independent Auditor’s Report

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

(Referred to in paragraph (A) (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of CITADEL AND REALTY AND DEVELOPERS LIMITED (“the Company”) as of March 31, 2021 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 Board of Directors of the Company 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. 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether 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 internal financial controls system over financial reporting of the Company.

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.

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, to the best of our information and according to the explanations given to us, 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, 2021, 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 Bipin B. Shah & Co.

Firm Registration Number: 101511W
Chartered Accountants

Bipin B. Shah

Proprietor

Membership No. 013191.

UDIN:- 2101319AAAAAE3122

Place:- Mumbai

Date :- May 03, 2021

Standalone Balance Sheet as at 31 March 2021

(Rs. in Lakhs)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
ASSETS			
1 Non-current assets			
(a) Financial Assets			
(i) Investments	2	71.33	57.31
(b) Deferred Tax Assets (Net)	3	194.21	200.06
Total Non - Current Assets		265.54	257.37
2 Current assets			
(a) Inventories	4	270.28	270.28
(b) Financial Assets			
(i) Cash and Cash Equivalents	5	0.74	3.15
(ii) Bank Balance other than (i) above	6	5.25	5.43
(iii) Loans	7	2,098.47	1,873.64
(c) Other Current Assets	8	14.42	14.03
Total Current Assets		2,389.16	2,166.53
Total Assets (1+2)		2,654.70	2,423.90
EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	9	789.22	789.22
(b) Other Equity	10	155.76	107.72
Total Equity		944.98	896.94
LIABILITIES			
2 Non Current liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	11	10.00	10.00
Total Non - Current Liabilities		10.00	10.00
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	1,667.98	1,490.31
(ii) Other Financial Liabilities	13	5.25	5.43
(b) Current Tax Liabilities (Net)	14	7.48	4.72
(c) Other Current Liabilities	15	19.01	16.50
Total Current Liabilities		1,699.72	1,516.96
Total Equity and Liabilities (1+2+3)		2,654.70	2,423.90
See accompanying notes forming part of the financial statements			

In terms of our report attached
For Bipin Shah & Co.
Chartered Accountants
(Firm's Registration No. 101511W)

Bipin Shah
Proprietor
Membership No. 013191

Place :- Mumbai
Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
(DIN:- 0269682)

S.Ramamurthi
Director & CEO
(DIN:- 00135602)

Nilesh Dand
Director & CFO
(DIN:- 00199785)

Anuja Dube
Company Secretary
(ACS44198)

Place :- Mumbai
Date :- May 03, 2021

Standalone Statement of Profit and Loss for the period ended 31 March 2021

(Rs. in Lakhs except Earnings Per Share)

Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
I Revenue from operations	16	224.84	204.97
II Other Income	17	14.02	23.92
III Total Revenue (I + II)		238.86	228.89
IV EXPENSES			
(a) Cost of construction/development, land, plots and development rights		-	-
(b) Change in inventory	18	-	-
(c) Finance costs	19	152.83	136.79
(d) Other expenses	20	23.58	36.17
V Total Expenses (IV)		176.41	172.96
VI Profit before tax (III - V)		62.45	55.93
VII Tax Expense			
(1) Current tax	21a	-	5.00
(2) Deferred tax	21b	13.34	2.35
(3) Short provision of tax in earlier year	21c	1.08	(4.75)
VIII Total tax expense (VII)		14.42	2.60
IX Profit after tax (VI - VII)		48.03	53.33
X Other comprehensive income		-	-
XI Total Other Comprehensive Income (X)		-	-
XII Total Comprehensive income for the year (IX + XI)		48.03	53.33
XIII Earnings per equity share (Face Value Rs. 10)			
(1) Basic	22	0.61	0.68
(2) Diluted	22	0.61	0.68
See accompanying notes forming part of the financial statements			

In terms of our report attached
For Bipin Shah & Co.
 Chartered Accountants
 (Firm's Registration No. 101511W)

Bipin Shah
 Proprietor
 Membership No. 013191

Place :- Mumbai
 Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
 Chairman
 (DIN:- 0269682)

S.Ramamurthi
 Director & CEO
 (DIN:- 00135602)

Nilesh Dand
 Director & CFO
 (DIN:- 00199785)

Anuja Dube
 Company Secretary
 (ACS44198)

Place :- Mumbai
 Date :- May 03, 2021

Standalone Cash Flow Statement for the year ended 31 March 2021

(Rs. in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax:	62.45	55.93
<u>Adjustment for:</u>		
Finance Cost	152.83	136.79
Interest Income	(224.84)	(204.97)
Operating profit before Working Capital changes	(9.56)	(12.25)
<u>Adjustments for changes in Working capital</u>		
Increase/(Decrease) in Trade Payables and other Payable	2.58	(62.01)
Increase/(Decrease) in Trade Receivable and other Receivable	(0.39)	(2.30)
Cash generated from/ (used in) operations	(7.37)	(76.56)
Income taxes (paid)	(6.05)	(5.00)
Net Cash from / (used in) operating activities	(13.42)	(81.56)
B CASH FLOW FROM INVESTING ACTIVITIES		
Share of profit from Firm	(14.02)	(23.92)
Other Bank Balances	0.18	(1.90)
Interest Income	224.84	204.97
Net Cash from/(used in) investing activities	211.00	179.15
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceed /(Repayment) of Long term and short term borrowings	177.67	160.09
Dividend (Including Tax on Dividend) paid	-	(46.64)
Finance cost paid	(152.83)	(136.79)
Proceed /(Repayment) of Long term and short term Loan	(224.83)	(71.96)
Net Cash from/(used in) financing activities	(199.99)	(95.30)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(2.41)	2.29
Cash and Cash Equivalents (Opening balance)	3.15	0.86
Cash and Cash Equivalents (Closing balance)	0.74	3.15
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(2.41)	2.29

(Rs. in Lakhs)

Component of Cash & Cash Equivalent	Year ended 31 March 2021	Year ended 31 March 2020
Cash in hand	0.30	0.20
Balance With Bank	0.44	2.95
	0.74	3.15

Note A:- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Statement of Cash Flows"

Note B:- Previous year's figures have been regrouped /reclassified wherever necessary to corresponds with the current year's classification / disclosures.

The accompanying notes form an integral part of these standalone financial statements.

In terms of our report attached
For Bipin Shah & Co.
Chartered Accountants
(Firm's Registration No. 101511W)

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
(DIN:- 0269682)

S.Ramamurthi
Director & CEO
(DIN:- 00135602)

Bipin Shah
Proprietor
Membership No. 013191

Nilesh Dand
Director & CFO
(DIN:- 00199785)

Anuja Dube
Company Secretary
(ACS44198)

Place :- Mumbai
Date :- May 03, 2021

Place :- Mumbai
Date :- May 03, 2021

Standalone Statement of Changes in Equity

a) Equity Share Capital

(Rs. in Lakhs)

Particulars	No. of Shares	Amount
Balance As at March 31, 2019	75,19,974	752.00
<u>Change for the year</u>		
(i) Conversion of Compulsorily Convertible Debenture (CCD's)	1,86,112	18.61
(ii) Issue of Bonus shares	1,86,112	18.61
Balance As at March 31, 2020	78,92,198	789.22
<u>Change for the year</u>	-	-
Balance As at March 31, 2021	78,92,198	789.22

b) Other Equity

For FY 2019-20

(Rs. in Lakhs)

Particulars	Securities Premium Account	Retained Earnings	Total other Equity
i Balance as at April 1, 2019	243.97	(231.16)	12.81
ii Addition on account of conversion of CCD's	106.83	-	106.83
iii capitalisation for issue of bonus shares	(18.61)	-	(18.61)
iv Profit for the Year	-	53.33	53.33
v Remeasurement of defined benefit plan (net of deferred tax)	-	-	-
vi Dividend paid (Including Dividend Distribution Tax)	-	(46.64)	(46.64)
Balance as at March 31, 2020	332.19	(224.47)	107.72

For FY 2020-21

(Rs. in Lakhs)

Particulars	Securities Premium Account	Retained Earnings	Total other Equity
Balance as at April 1, 2020	332.19	(224.47)	107.73
Profit for the Year	-	48.03	48.03
Remeasurement of defined benefit plan (net of deferred tax)	-	-	-
Balance as at March 31, 2021	332.19	(176.44)	155.76

The accompanying notes form an integral part of these standalone financial statements.

In terms of our report attached
For Bipin Shah & Co.
 Chartered Accountants
 (Firm's Registration No. 101511W)

Bipin Shah
 Proprietor
 Membership No. 013191

Place :- Mumbai
 Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
 Chairman
 (DIN:- 0269682)

S.Ramamurthi
 Director & CEO
 (DIN:- 00135602)

Nilesh Dand
 Director & CFO
 (DIN:- 00199785)

Anuja Dube
 Company Secretary
 (ACS44198)

Place :- Mumbai
 Date :- May 03, 2021

Notes forming part of the standalone financial statements**1 Corporate Information:-**

Citadel Realty & Developers Limited (“the Company”) formerly known as Rohit Pulp & Papers Mills Ltd is a Company registered under the Companies Act, 1956. The Company is a public limited company incorporated and domiciled in India and has its registered office at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013.

The equity shares of the Company are listed on BSE Limited (BSE). The Company is registered with the Ministry of Corporate Affairs under CIN L21010MH1960PLC011764.

The Company is primarily engaged in the business of construction, development and sale of residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

A. Basis of preparation and measurement :-**(a) Statement of Compliance :**

These Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 (“the 2013 Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The Standalone Financial Statements have been prepared on accrual basis under the historical cost convention except certain financial instruments, defined benefit plans and share based payments measured at fair value.

These standalone financial statements were authorised for issue by the Company’s Board of Directors on 03 May 2021.

(b) Functional and presentation currency :

These standalone financial statements are presented in Indian rupees (INR), which is the Company’s functional currency. All financial information have been presented in Indian rupees (INR) all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

(c) Basis of measurement :

The standalone financial statements have been prepared on a historical cost basis, except for the following:

certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value; and defined benefit plans - plan assets measured at fair value

(d) Use of estimates and judgments :

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgments are:

- (i) Estimation of total cost of construction of Project
- (ii) Estimation of useful life of property, plant and equipment and intangibles
- (iii) Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used
- (iv) Impairment of financial assets (i.e. expected credit loss on trade receivables and retention money receivable)
- (v) Estimation on discounting of retention money payable

(e) Measurement of fair values :

The Company’s accounting policies and disclosures require the measurement of fair values, for financial instruments:-

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

B. Significant accounting policies :-

1. Lease:-

Operating Lease

As a lessee:-

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets:-

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

ii) Lease Liabilities:-

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

iii) Short-term leases and leases of low-value assets :-

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2. Cash and Cash Equivalents :-

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3. Inventories :-

Inventories of Finished Goods and Property under development are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition and borrowing cost incurred related to project. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4. Investments in subsidiaries, joint ventures and associates :-

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

5. Investments and other financial asset :-

(a) Classification :-

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

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

(i) Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

- (1) Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.
- (2) Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost are measured at fair value through statement of Profit and Loss. Interest income from these financial assets is included in other income.

(ii) Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss

(c) Impairment of financial assets:

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(d) Income recognition:**Interest income:-**

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends:-

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Share in Profit/(Loss) :-

Share of profit (Loss) from partnership firms/LLPs in which the Company is partner is recognized based on the financial information provided and confirmed by the respective firms.

6. Revenue recognition :-**(i) Construction Revenue :-**

The company undertakes the business of construction of residential properties through joint venture. The ongoing contracts with customers are construction of residential properties.

The Company has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Company has applied the following accounting policy for revenue recognition:

The Company recognises revenue from contracts with customers for ongoing contracts with customers based on a five step model as set out in Ind AS 115:

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

The Company satisfies a performance obligation and recognises revenue over time as company satisfies the following criteria.

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

The Company Recognised the revenue using cost based input method. Revenue is recognised with respect to stage of completion, which assessed with reference to the proportion of contract cost incurred for work performed to the estimated total cost of completion of contract.

Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company.

Advances from customers, progress payments, amount due from and due to customers and retention money receivable

Advances received from customers in respect of contracts are treated as liabilities and adjusted against progress billing as per terms of the contract

Progress payments received are adjusted against amount receivable from customers in respect of the contract work performed.

Amounts due from contract customers represents the gross unbilled amount expected to be collected from customers for contract work performed till date. It is measured at cost plus profit recognised till date less progress billings and recognised losses when incurred.

Amounts due to contract customers represents the excess of progress billings over the revenue recognised (costs plus attributable profits) for the contract work performed till date.

(ii) Dividend Income :-

Dividend Income is accounted when the right to receive the same is established

(iii) Interest Income or expenses:-

Interest income or expense is accounted basis effective interest rate (EIR).

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

7. Cost of Construction / Development :-

Cost of Construction/Development (including cost of land) includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses incurred. Cost of sales is charged to the statement of profit and loss in the proportionate to project area sold and revenue whereof is recognised. Costs incurred for projects which have not achieved reasonable level of development is carried over as construction work-in-progress.

8. 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.

9. Earnings Per Share :

The Company reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive

10. Current and Deferred Taxes : Current Tax :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Deferred Tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year:

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

11. Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognised when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

12. Operating Cycle :-

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed & realisation of project into cash & cash equivalents and are in the range of 3 to 7 years. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of the respective projects. All other assets and liabilities have been classified into current and non-current based on a period of twelve months

13. Trade receivables :-

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

14. Trade and other payables :-

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

15. Borrowings :-

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method (EIR). Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

16. Dividends :-

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

Notes forming part of the standalone financial statements

(All amounts are in INR unless otherwise stated)

Note 2 - Investments : Non-Current

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Investments Carried at:		
A) Cost		
Investments in Partnership Firm		
Shree Swami Samarth Builders & Developers (including share of profit)	71.33	57.31
	71.33	57.31

Note 3 - Deferred Tax Assets / (Liabilities)

(Rs. in Lakhs)

Significant components of deferred tax assets and liabilities for the year / Period ended	As at March 31, 2021	As at March 31, 2020
Deferred tax assets on:		
(a) carry forward unused tax losses & unabsorbed depreciation	43.93	57.27
MAT Credit Entitlement		
(a) Carry forward unused Tax credit (MAT)	150.28	142.79
Net Deferred tax assets/(liabilities)	194.21	200.06

Note 4 - Inventories

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(At lower of cost and net realizable value)		
(a) Land and Plots	36.21	36.21
(b) Construction work-in-progress	234.07	234.07
Total	270.28	270.28

Note 5 - Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Balances with banks		
- In current accounts	0.44	2.95
(b) Cash in hand	0.30	0.20
Total	0.74	3.15

Note 6 - Other Balances with Banks

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
a) Earmarked accounts		
- Unclaimed dividend	5.25	5.43
Total	5.25	5.43

Note 7 - Loans :- Current

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered good		
(a) Loans to related parties [Refer Note 30]	2,098.47	1,873.64
Total	2,098.47	1,873.64

Note 8 - Other Current Assets
(Rs. in Lakhs)

Particulars	As at	
	March 31, 2021	March 31, 2020
(a) Other receivable	4.07	4.07
(b) Balance With Government Authorities	9.96	9.96
(c) Prepaid Expenses	0.39	-
Total	14.42	14.03

Note 9 - Equity Share Capital
(Rs. in Lakhs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Authorised:		
2,00,00,000 Equity shares of Rs. 10/- each (as at 31 March 2020: 2,00,00,000 Equity Shares of Rs.10/- each)	2,000.00	2,000.00
3,00,000 0% Redeemable Preference Shares of Rs.100/-each (as at 31 March 2020: 3,00,000 0% Redeemable Preference Shares of Rs.100/-each)	300.00	300.00
	2,300.00	2,300.00
Issued, Subscribed and Fully Paid:		
78,92,198 Equity Shares of Rs.10/- each [as at 31 March 2020 78,92,198 Equity Shares of Rs.10/- each]	789.22	789.22
Total	789.22	789.22

Note 9.1:- Terms, rights & restrictions attached to
a. Equity Shares:-

The Company has only one class of equity shares having a face value of Rs. 10 per share [PY: Rs. 10 per share]. Accordingly, all equity shares rank equally with regards to dividends & share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Preference Shares:-

The company has one class of preference shares having face value of Rs. 100/- each. The preference shares rank ahead of equity shares in the event of liquidation.

Note 9.2:- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year
(Rs. in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Amount	No. of shares	Amount
Shares at the beginning of the year	78,92,198	789.22	75,19,974	752.00
<u>Movement during the year</u>				
Shares issued during the year	-	-	-	-
Conversion of Compulsorily Convertible Debentures (CCD's) [Refer Note 9.4]	-	-	1,86,112	18.61
Issue of Bonus Shares [Refer Note 9.4]	-	-	1,86,112	18.61
Shares extinguished on buy back	-	-	-	-
Outstanding at the end of the year	78,92,198	789.22	78,92,198	789.22

Note 9.3:- Shares held by Holding Company, its Subsidiaries and Associates

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
By Associates company		
38,41,764 equity shares of Rs. 10/- each (March 31, 2019 : 38,41,764 equity shares of Rs. 10/- each) are held by Marathon Realty Private Limited [Refer Note 9.4]	384.18	384.18

Note 9.4:- Details of Shareholders holding more than 5% share in the company:-

Particulars	As at March 31, 2021		As at March 31, 2020	
	% holding	No. of Shares	% holding	No. of Shares
Marathon Realty Private Limited [Refer Note 9.5]	48.68%	38,41,764	48.68%	38,41,764
Fibre Box Bombay Private Limited [Refer Note 9.5]	9.42%	7,43,198	9.42%	7,43,198

Note 9.5:- Equity shares movement during the 5 years preceding March 31, 2021.

(a) Issued of shares without payment being received in cash:-

During the FY 2019-20 the CCD holder has opted to convert the CCD's in to 1,86,112 equity shares of Rs. 10/- each at a premium of Rs. 57.40/-.

During the FY 2017-18, on approval of shareholders, the Allotment Committee at its meeting held on November 24, 2017, has allotted 1,85,487 Equity Shares of Rs. 10/- each at premium of Rs. 57.39/- on conversion of Preference Share and said shares are listed on BSE w.e.f. January 08, 2018.

(b) Equity shares issued as bonus:-

As per Regulation 93 of SEBI (ICDR) Regulation' 2009, the Company has allotted 186112 equity shares as bonus shares to the CCD holder upon conversion of CCD's.

In FY 2017-18, the Company allotted 37,59,987 number of equity shares as fully paid up bonus shares by capitalisation of Security premium amounting Rs. 3,76.00/- lakhs pursuant to an ordinary resolution passed after taking the consent of shareholders by postal ballots March 14, 2018.

(c) The Company has not undertaken any buy-back of shares.

Note 10 - Other Equity

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Securities Premium Account		
Opening balance	332.19	243.97
Add : Additions on account of conversion of CCD's [Refer Note 9.5]	-	106.83
Less:- Capitalisation for issue of Bonus Shares[Refer Note 9.5]	-	(18.61)
Closing Balance	332.19	332.19
(b) Surplus in Statement of Profit and Loss		
Opening balance	(224.47)	(231.16)
Add : Profit for the year	48.03	53.33
Less: Allocations/Appropriations		
(i) Dividend paid (Including Dividend Distribution tax)	-	(46.64)
Closing Balance	(176.43)	(224.47)
Total	155.76	107.72

Note 10.1:- Nature and purpose of reserves:-

(a) **Securities Premium Reserves** : Securities premium reserves is excess of face value of shares. Also difference between fair value of optionally convertible preference shares and value of option is accounted as security premium. The reserve is utilised in accordance with the provisions of section 52 of the Act.

(b) **Surplus in the Statement of Profit and Loss A/c** : Retained earnings, or accumulated earnings, are the profits that have been reinvested in the business instead of being paid out in dividends. The number represents the total after-tax income that has been reinvested or retained over the life of the business.

Note 11 - Other Financial Liabilities : Non Current
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Deposits (as per term of Joint venture agreement)	10.00	10.00
Total	10.00	10.00

Note 12 - Borrowings : Current
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured Borrowings		
<u>Loan Repayable on demand</u>		
(a) Loan from Related party (Refer Note 30)	1,667.98	1,490.31
Total	1,667.98	1,490.31

Note 13 - Other Financial Liabilities : Current
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Unclaimed dividends	5.25	5.43
Total	5.25	5.43

Note 14 - Current Tax Liabilities (Net)
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Income Tax Payable (Net off Advance Tax & TDS credit)	7.48	4.72
Total	7.48	4.72

Note 15 - Other Current Liabilities
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Expenses Payable	7.32	3.32
(b) Statutory dues (Withhold Tax, GST)	11.69	13.18
Total	19.01	16.50

Note 16 - Revenue from Operations
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Interest on advance to execute the Project	224.84	204.97
Total	224.84	204.97

Note 17 - Other Income

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Share in profit from partnership firm		
(i) Share of Profit from Shree Swami Samarth Builders and Developers	14.02	23.92
Total	14.02	23.92

Note 18 - Change in Inventory

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Opening Inventory		
Work in Progress	234.06	234.06
Stock in Trade (Land & Plots)	36.21	36.21
Total opening Inventory	270.27	270.27
(b) Closing Inventory		
Work in Progress	234.06	234.06
Stock in Trade (Land & Plots)	36.21	36.21
Total Closing Inventory	270.27	270.27
Total (Change in Inventory = a-b)	-	-

Note 19 - Finance Cost

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Interest expense on borrowings	151.05	136.17
(b) Interest on delayed payment of statutory dues	1.78	0.62
Total	152.83	136.79

Note 20 - Other Expenses

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Rent (office)	2.70	2.73
(b) Insurance	0.11	0.50
(c) Rates and Taxes	1.51	1.92
(d) Printing & Stationery (incl. Postage charges)	0.74	3.59
(e) Travelling and Conveyance	-	0.19
(f) Legal and professional fees	5.57	5.05
(g) Payment to Auditors	0.73	0.73
(h) Listing fees	3.54	3.67
(i) Director Sitting fees	7.90	7.80
(j) Share issue expenses	-	6.69
(k) Miscellaneous Expenses	0.78	3.30
Total	23.58	36.17

Note 20.1:- Payment to Auditors (net off service tax & GST) towards
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Statutory Audit Fees including fees for quarterly limited reviews	0.73	0.73
Tax Audit Fees	-	-
Other Services	-	-
Total	0.73	0.73

Note 21 - Tax Expenses
Tax expense/(credit) recognized in the Statement of Profit and Loss
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Current tax		
Current Tax on taxable income for the year	-	5.00
Total current tax expense	-	5.00
(b) Deferred tax		
Deferred tax charge/(credit)	13.24	2.35
MAT Credit (taken)/utilised	-	-
Total deferred income tax expense/(credit)	13.24	2.35
(c) Adjustment of Tax related to earlier period	1.08	(4.75)
Total tax expense (a+b+c)	14.42	2.60

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Enacted income tax rate in India applicable to the Company	25.00%	26.00%
Profit before tax	62.45	55.93
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	15.61	14.54
Tax effect on Carry forward Loss and Unabsorbed depreciation	(12.11)	(3.32)
Tax effect on Exempt Income	(3.51)	(6.22)
Mat credit utilised/ availed	-	-
Total income tax expense/(credit)	(0.00)	5.00

Note 22 - Earning Per Equity Share

Earnings per Share ('EPS') is determined based on the net profit attributable to the shareholder's of the Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number potential equity shares outstanding during the year, except where the result would be anti-dilutive.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<u>Earnings Per Share has been computed as under:</u>		
Profit for the year	48.03	53.33
Weighted average number of equity shares outstanding	78,92,198	78,92,198
Earnings Per Share (Rs.) - Basic (Face value of Rs. 10 per share)	0.61	0.68
Add: Weighted average number of potential equity shares on account conversion of Compulsorily Convertible Debenture	78,92,198	78,92,198
Weighted average number of Equity shares (including dilutive shares) outstanding	-	-
	78,92,198	78,92,198
Earnings Per Share (Rs.) - Diluted (Face value of Rs. 10 per share)	0.61	0.68

Note 23 :- Disputed Tax Liabilities**AY 2005-06 and 2006-07**

The Company was in appeal before Income Tax Appellate Tribunal (ITAT) regarding the re-opening of the Assessments u/s 148 of Income Tax Act, 1961 for the assessment years. The ITAT has in its order quashed the reopening. The Income Tax Department is yet to give effect to the order of the ITAT. For AY 2006-07 the Income Tax Department has filed an appeal against the order of the ITAT before the Hon. Bombay High Court.

Note No. 24:- Lease

The Company has been operating from the premises owned by relatives of Key Management Personnel. During the year, Company had entered into formal agreement for payment of rent on the premises occupied by it. The rental payable per month has been Rs. 2.70/- lakhs per annum. The lease does not have any non-cancellable portion. Tenure of the lease agreement is valid till 31st March 2021.

The Company has elected to use recognition exemption for the lease contract, that at the commencement date, have lease term of 12 months or less and do not contain purchase option (Short term Lease) and lease contract for underlying assets is of low value (Low-value) assets.

Hence, adoption of Ind As does not have any impact on the profitability of the Company.

Note No. 25:- Segment Reporting

The Company is engaged in Real Estate. The operations of the company do not qualify for reporting as separate business segments as per the criteria set out under Indian Accounting Standard 108 (IND AS-108) on "Operating Segments". The Company is operating in India hence there is no reportable geographic segment. Accordingly no disclosure is required under IND AS - 108.

Note 26:- Disclosure as per Ind AS 115:-

- The Company is primarily engaged in the business of construction, development and sale of residential real estate projects. The core business activities are carried out under various business models like own development, through joint ventures and joint development and other suitable arrangements with third parties.
- The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' effective 1 April 2018. The Company has elected the option of the modified retrospective approach and there is no material impact on the measurement of revenue and retained earnings as of 1 April 2018. The presentation of certain contract related balances have been changed for the current year only and the previous year balances continues to be disclosed as done in the previous year, in compliance with the requirements of Ind AS 115.

As on 31 March 2021, revenue recognised in the current year from performance obligations satisfied/ partially satisfied in the previous year is INR NIL

Note 27:- Corporate Social Responsibility (CSR) expenditure

As per section 135 of the Companies Act, 2013, company need to spent 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) on fulfilling the criteria given under section 135 (1) of the Companies Act, 2013. CSR is not applicable to the company as company does not fulfill the criteria given.

Financial instrument Disclosure:-**Note 28:- Capital Risk Management**

The company's capital management objectives are:

- to ensure the company's ability to continue as a going concern
- to maximize the return to stakeholders through the optimization of the debt and equity balance

The company monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The company sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

a) Gearing Ratio:

The Gearing ratio at the end of the reporting period are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Debt* (A)	1,667.98	1,490.31
Cash and bank balances (B)	0.74	3.15
Net Debt C=(A-B)	1,667.24	1,487.16
Total Equity (D)	944.98	896.94
Net debt to equity ratio (C/D)	1.76	1.66

*Debt is defined as long-term and short-term borrowings including interest accrued on borrowings

Financial risk management

a) The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

(Rs. in Lakhs)

Particulars	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	0.74	0.74
Other balances with banks	-	-	5.25	5.25
Investments (Other than investment in equity instruments of Subsidiaries)	-	-	71.33	71.33
Loans	-	-	2,098.47	2,098.47
Total	-	-	2,175.79	2,175.79
Liabilities:				
Trade and other payables	-	-	-	-
Borrowings	-	-	1,667.98	1,667.98
Other financial liabilities	-	-	15.25	15.25
Total	-	-	1,683.23	1,683.23

b) The carrying value of financial instruments by categories as of March 31, 2020 is as follows:

Particulars	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	3.15	3.15
Other balances with banks	-	-	5.43	5.43
Investments (Other than investment in equity instruments of Subsidiaries)	-	-	57.31	57.31
Loans	-	-	1,873.64	1,873.64
Total	-	-	1,939.53	1,939.53
Liabilities:				
Trade and other payables	-	-	-	-
Borrowings	-	-	1,490.31	1,490.31
Other financial liabilities	-	-	15.43	15.43
Total	-	-	1,505.74	1,505.74

D Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Future specific market movements cannot be normally predicted with reasonable accuracy.

Currency risk: The Company does not have material foreign currency transactions. The company is not exposed to risk of change in foreign currency.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes in interest rates. The company has borrowed the fund at fixed rate of interest and thus there is no risk of interest rates fluctuating.

Other price risk:

The Company is not exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

II) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Credit Risk management :-

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: High credit risk

Asset group	Basis of categorisation	Provision for expenses credit loss
A: Low credit risk	Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and other financial assets	12 month expected credit loss/Life time expected credit loss
B: High credit risk	Trade receivables and loans & Advances	12 month expected credit loss/Life time expected credit loss/fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

III) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(a) Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at 31 March 2021

(Rs. in Lakhs)

Financial liabilities	Carrying amount	Due in one Year	Due after one Year	Total contractual cash flows
(a) Borrowings and interest thereon (incl. current maturity of long term debt)				
- 31 March 2021	1,667.98	1,667.98	-	1,667.98
- 31 March 2020	1,490.31	1,490.31	-	1,490.31
(b) Other financial liabilities				
- 31 March 2021	15.25	15.25	-	15.25
- 31 March 2020	15.43	15.43	-	15.43
Total				
- 31 March 2021	1,683.23	1,683.23	-	1,683.23
- 31 March 2020	1,505.74	1,505.74	-	1,505.74

Note 29 :- Joint venture

a) The company was hitherto jointly developing an area admeasuring 2159 sq. mtrs of slum property with Mr. Vaibhav Kokate. Company has entered into a partnership with Mr. Vaibhav Kokate in a firm named Shree Swami Samarth Builders and Developers (SSSBD) wherein the company has contributed to 50% of the capital to the partnership.

CITADEL REALTY AND DEVELOPERS LIMITED

- b) By virtue of a registered deed the company has transferred development rights pertaining to 2159 sq. mtrs owned by it to the partnership firm SSSBD. Mr. Vaibhav Kokate has also transferred land belonging to him into the partnership. In lieu of the company transferring the development rights it would be entitled to a percentage of the saleable area post the merger of the two land parcels which would be delivered to the company post obtaining the Occupation Certificate by SSSBD.
- c) Further the company is entitled to 37.50% share in the profits of the firm SSSBD less what it would have received during the pendency of the project.

Note 30 :- Related Party Transaction

List of Related Parties and Transactions during the year as per Ind AS-24 “Related Party Disclosures”

a) Associates

1. Marathon Realty Private Ltd (w.e.f. September 27, 2019)
2. Shree Swami Samarth Builders & Developers (Partnership Firm)
3. Fibre Box Bombay Private Ltd

b) Key Managerial Personnel

1. Mr. Veeraraghavan Ranganathan - Chairman
2. Mr. S. Ramamurthi – Director & C.E.O
3. Mr. Chetan R. Shah – Director
4. Ms. Sonal M. Shah – Director
5. Mr. Nilesh Dand – Director & CFO w.e.f. May 08, 2018
6. Mr. Devendra Shrimankar – Director

c) Relatives of Key Management Personnel having transactions during the year

1. Ms. Ansuya R. Shah (Mother of Director)
2. Ms. Shailaja C. Shah (Wife of Chetan R Shah – Director)
3. Mr. Mayur R. Shah – (Brother of Chetan R. Shah – Director and husband of Ms Sonal Shah – Director)

Note 30B:- Transactions with Related Parties (RP):

(Rs. in Lakhs)

Type of Transaction	Relationship	Particular	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Dividend paid on Equity Shares	Relatives of KMP	Shailalaja C Shah	-	1.35
	Director	Sonal M Shah	-	1.35
	Associates	Marathon Realty Private Ltd	-	19.21
	Significant influence of KMP	Fibre Box Bombay Private Ltd	-	2.79
Interest Income from Partnership Firm / LLP's	Associates	Shree Swami Samarth Builders and Developers	224.84	204.97
Interest Expenses on Inter Corporate Deposits	Associates company	Marathon Realty Private Ltd	151.05	136.17
Rent Expenses for corporate office	Associates	Marathon Realty Private Ltd	-	2.74
	Relatives of KMP	Ansuya Shah	2.70	-
Director Sitting Fees	Director	V. Ranganathan	1.90	1.90
	Director	S. Ramamurthi	1.70	1.90
	Director	Devendra Shrimankar	1.80	1.70
	Director	Chetan Shah	0.80	0.80
	Director	Nilesh Dand	0.90	0.70
	Director	Sonal Shah	0.80	0.80
Loans received back	Associates	Shree Swami Samarth Builders and Developers	-	133.00
Inter Corporate Deposits taken	Associates	Marathon Realty Private Ltd	41.69	382.95
	Associates	Fibre Box Bombay Private Ltd	618.50	-

Loan Repaid	Associates	Shree Swami Samarth Builders and Developers	-	250.00
	Associates	Marathon Realty Private Ltd	622.09	162.69
	Associates	Fibre Box Bombay Private Ltd	0.30	-
Share of Profit from Partnership Firm	Associates	Shree Swami Samarth Builders and Developers	14.02	23.92
Closing Balance				
Loan Given	Associates	Shree Swami Samarth Builders and Developers	2,098.47	1,873.64
Inter Corporate Deposit taken	Associates	Marathon Realty Private Ltd	806.07	1,246.75
	Significant influence of KMP	Fibre Box Bombay Private Ltd	861.76	243.56
Investment in Partnership Firm	Associates	Shree Swami Samarth Builders and Developers	71.33	57.31
Deposits for Project	Associates	Shree Swami Samarth Builders and Developers	10.00	10.00

Event occurring after balance sheet date

There is no dividend and no note in Financial statement.

Note 31:- Other Significant Notes:-

- Pending litigations:- The Company's pending litigations comprise of claims by or against the Company primarily by the suppliers and proceedings pending with tax and other government authorities. The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made adequate provision in the financial statements and appropriate disclosure for contingent liabilities is given in Note 23.
- Foreseeable Losses:-** The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long term contracts has been made in the books of account. There are no derivatives.
- Previous Year's figure have been regrouped/rearranged, wherever necessary.
- In the opinion of the Management of the company, all current assets appearing in the Balance Sheet as at March 31, 2021 have a value on realisation in the ordinary course of the Company's business at least equal to the amount at which they are stated in the Balance Sheet.
- Balance of trade receivables, other receivable, trade payables and loans and advances are subject to confirmation from respective parties and reconciliation, if any.
- The share of profit / (loss) in the Firm is accounted in the books of the Company as and when the same is credited / debited to the Partners' Capital Account.

Note 32:- Coronavirus (COVID-19) Impact on Financial Reporting – Accounting Year Ending March 31, 2021.

In the view of recurrence of the second wave of Covid 19 throughout the country and its potential adverse impact on the economic activities, the Company is continuing to assess and evaluate the impact of the pandemic on the recoverabilities of its assets. The Management is expecting to recover the carrying value of the assets and does not foresee any risk to service its financial obligations. The impact of any future events and developments emerging out of Pandemic, occurring after the approval of the above financial results will be recognised prospectively.

In terms of our report attached
For Bipin Shah & Co.
Chartered Accountants
(Firm's Registration No. 101511W)

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
(DIN:- 0269682)

S.Ramamurthi
Director & CEO
(DIN:- 00135602)

Bipin Shah
Proprietor
Membership No. 013191

Nilesh Dand
Director & CFO
(DIN:- 00199785)

Anuja Dube
Company Secretary
(ACS44198)

Place :- Mumbai
Date :- May 03, 2021

Place :- Mumbai
Date :- May 03, 2021

INDEPENDENT AUDITORS' REPORT

To the Members of

Citadel Realty and Developers Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Citadel Realty and Developers Limited ("the Company") and its Joint Venture which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the

standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on key matters.

1. The assessment of recoverable amount of the Company's investment in and loans receivable from Associates involves significant judgment in respect of assumptions such as discount rates, current work in hand, future contract wins/ future business plan and the recoverability of certain receivables as well as economic assumption such as growth rate.

Auditor's responds:-

Our procedures included the following:

- Evaluated the net worth and past performance of the Company to whom loans given or investments made. Compared the carrying amount of the investment with the expected value of the business

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India . The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the

provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary

companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most

significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit 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 (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Ind AS 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 Company as on March 31, 2021 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
 - ii. The Group did not have any long- term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For Bipin B. Shah & Co.

Firm Registration Number: 101511W
Chartered Accountants

Bipin B. Shah
Proprietor
Membership No. 013191.
UDIN:- 21013191AAAAAF2296

Place:- Mumbai
Date :- May 03, 2021

Annexure “A” to the Independent Auditor’s Report

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

(Referred to in paragraph (A) (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of CITADEL AND REALTY AND DEVELOPERS LIMITED (“the Holding Company”) as of March 31, 2021 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether 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 internal financial controls system over financial reporting of the Company.

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, the Company and its Joint Venture 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, 2021, 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 Bipin B. Shah & Co.

Firm Registration Number: 101511W
Chartered Accountants

Bipin B. Shah

Proprietor

Membership No. 013191.

UDIN:- 21013191AAAAAF2296

Place:- Mumbai

Date :- May 03, 2021

Consolidated Balance Sheet as at 31 March 2021
(Rs. in Lakhs)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
ASSETS			
1 Non-current assets			
(a) Financial Assets			
(i) Investments	2	84.17	83.11
(b) Deferred Tax Assets (Net)	3	194.21	200.07
Total Non - Current Assets		278.38	283.18
2 Current assets			
(a) Inventories	4	270.28	270.28
(b) Financial Assets			
(i) Cash and Cash Equivalents	5	0.74	3.15
(ii) Bank Balance other than (i) above	6	5.25	5.43
(iii) Loans	7	2,098.47	1,873.64
(c) Other Current Assets	8	14.42	14.03
Total Current Assets		2,389.16	2,166.53
Total Assets (1+2)		2,667.54	2,449.71
EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	9	789.22	789.22
(b) Other Equity	10	168.60	133.53
Total Equity		957.82	922.75
LIABILITIES			
2 Non Current liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	11	10.00	10.00
Total Non - Current Liabilities		10.00	10.00
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	1,667.98	1,490.31
(ii) Other Financial Liabilities	13	5.25	5.43
(b) Other Current Liabilities	14	19.01	16.50
(c) Current Tax Liabilities (Net)	15	7.48	4.72
Total Current Liabilities		1,699.72	1,516.96
Total Equity and Liabilities (1+2+3)		2,667.54	2,449.71
See accompanying notes forming part of the financial statements			

In terms of our report attached
For Bipin Shah & Co.
Chartered Accountants
(Firm's Registration No. 101511W)

Bipin Shah
Proprietor
Membership No. 013191

Place :- Mumbai
Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
(DIN:- 0269682)

S.Ramamurthi
Director & CEO
(DIN:- 00135602)

Nilesh Dand
Director & CFO
(DIN:- 00199785)

Anuja Dube
Company Secretary
(ACS44198)

Place :- Mumbai
Date :- May 03, 2021

Consolidated Statement of Profit and Loss for the period ended 31 March 2021

(Rs. in Lakhs except Earnings Per Share)

Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
I Revenue from operations	16	224.84	204.97
II Other Income		-	-
III Total Revenue (I + II)		224.84	204.97
IV EXPENSES			
(a) Cost of construction/development, land, plots and development rights		-	-
(b) Change in inventory	17	-	-
(c) Finance costs	18	152.83	136.79
(d) Other expenses	19	23.58	36.16
V Total Expenses (IV)		176.41	172.95
VI Profit before tax (III - V)		48.43	32.02
VII Tax Expense			
(1) Current tax	20a	-	5.00
(2) Deferred tax	20b	13.34	2.35
(3) Short provision of tax in earlier year	20c	1.08	(4.75)
VIII Total tax expense (VII)		14.42	2.60
IX Profit after tax (VI - VII)		34.01	29.42
X Share in the Profit of the Firm		1.06	25.80
XI Profit for the year (IX+X)		35.07	55.22
XII Other comprehensive income		-	-
XIII Total Other Comprehensive Income (XII)		-	-
XIV Total Comprehensive income for the year (XI + XIII)		35.07	55.22
XV Profit for the year attributable to:			
(i) Owners of the Company		35.07	55.22
(ii) Non-controlling interest		-	-
XVI Other Comprehensive Income for the year attributable to:			
(i) Owners of the Company		-	-
(ii) Non-controlling interest		-	-
XVII Total Comprehensive Income for the year attributable to:			
(i) Owners of the Company		35.07	55.22
(ii) Non-controlling interest		-	-
XVIII Earnings per equity share (Face Value Rs. 10)			
(1) Basic	21	0.44	0.70
(2) Diluted	21	0.44	0.70
See accompanying notes forming part of the financial statements			

In terms of our report attached

For **Bipin Shah & Co.**

Chartered Accountants

(Firm's Registration No. 101511W)

Bipin Shah

Proprietor

Membership No. 013191

Place :- Mumbai

Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
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Director & CFO
(DIN:- 00199785)

Anuja Dube
Company Secretary
(ACS44198)

Place :- Mumbai

Date :- May 03, 2021

Consolidated Cash Flow Statement for the year ended 31 March 2021

(Rs. in Lakhs)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax:	48.43	32.02
Adjustment for:		
Finance Cost	152.83	136.79
Interest Income	(224.84)	(204.97)
Share of profit from Firm	1.06	23.92
Operating profit before Working Capital changes	(22.52)	(12.24)
Adjustments for changes in Working capital		
Increase/(Decrease) in Trade Payables and other Payable	2.58	(62.01)
Increase/(Decrease) in Trade Payables and other Receivable	(0.39)	(2.30)
Cash generated from/ (used in) operations	(20.33)	(76.55)
Income taxes (paid)	(6.05)	(5.00)
Net Cash from / (used in) operating activities	(26.38)	(81.55)
B CASH FLOW FROM INVESTING ACTIVITIES		
Share of profit from Firm	(1.06)	(23.92)
Other Bank Balances	0.18	(1.90)
Interest Income	224.84	204.97
Net Cash from/(used in) investing activities	223.96	179.15
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceed /(Repayment) of Long term and short term borrowings	177.67	160.08
Dividend (Including Tax on Dividend) paid	-	(46.64)
Finance cost paid	(152.83)	(136.79)
Proceed /(Repayment) of Long term and short term Loan	(224.83)	(71.97)
Net Cash from/(used in) financing activities	(199.99)	(95.32)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(2.41)	2.28
Cash and Cash Equivalents (Opening balance)	3.15	0.87
Cash and Cash Equivalents (Closing balance)	0.74	3.15
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(2.41)	2.28

(Rs. in Lakhs)

Component of Cash & Cash Equivalent	Year ended 31 March 2021	Year ended 31 March 2020
Cash in hand	0.30	0.20
Balance With Bank	0.44	2.95
	0.74	3.15

Note A:- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Statement of Cash Flows"

Note B:- Previous year's figures have been regrouped /reclassified wherever necessary to corresponds with the current year's classification / disclosures.

The accompanying notes form an integral part of these consolidated financial statements.

In terms of our report attached
For Bipin Shah & Co.
Chartered Accountants
(Firm's Registration No. 101511W)

Bipin Shah
Proprietor
Membership No. 013191

Place :- Mumbai
Date :- May 03, 2021

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
(DIN:- 0269682)

Nilesh Dand
Director & CFO
(DIN:- 00199785)

Place :- Mumbai
Date :- May 03, 2021

S.Ramamurthi
Director & CEO
(DIN:- 00135602)

Anuja Dube
Company Secretary
(ACS44198)

Consolidated Statement of Changes in Equity
a) Equity Share Capital
(Rs. in Lakhs)

Particulars	No. of Shares	Amount
Balance As at March 31, 2019	75,19,974	752.00
<u>Change for the year</u>		
(i) Conversion of Compulsorily Convertible Debenture (CCD's)	1,86,112	18.61
(ii) Issue of Bonus shares [Refer Note 9.4]	1,86,112	18.61
Balance As at March 31, 2020	78,92,198	789.22
<u>Change for the year</u>	-	-
Balance As at March 31, 2021	78,92,198	789.22

b) Other Equity
For FY 2019-20
(Rs. in Lakhs)

Particulars	Securities Premium	Retained Earnings	Other comprehensive income	Total other Equity
i Balance as at April 1, 2019	243.97	(207.24)	-	36.73
ii Addition on account of conversion of CCD's	106.83	-	-	106.83
iii capitalisation for issue of bonus shares	(18.61)	-	-	(18.61)
iv Profit for the Year	-	55.22	-	55.22
v Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	-
vi Dividend paid (Including Dividend Distribution Tax)	-	(46.64)	-	(46.64)
Balance as at March 31, 2020	332.19	(198.66)	-	133.53

For FY 2020-21
(Rs. in Lakhs)

Particulars	Securities Premium	Retained Earnings	Other comprehensive income	Total other Equity
i Balance as at April 1, 2020	332.19	(198.66)	-	133.53
ii Profit for the Year	-	35.07	-	35.07
iii Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	-
iv Dividend paid (Including Dividend Distribution Tax)	-	-	-	-
Balance as at March 31, 2021	332.19	(163.59)	-	168.60

The accompanying notes form an integral part of these consolidated financial statements.

In terms of our report attached
For Bipin Shah & Co.
 Chartered Accountants
 (Firm's Registration No. 101511W)

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
 (DIN:- 0269682)

S.Ramamurthi
Director & CEO
 (DIN:- 00135602)

Bipin Shah
 Proprietor
 Membership No. 013191

Nilesh Dand
Director & CFO
 (DIN:- 00199785)

Anuja Dube
 Company Secretary
 (ACS44198)

Place :- Mumbai
 Date :- May 03, 2021

Place :- Mumbai
 Date :- May 03, 2021

Notes forming part of the consolidated financial statements

1 Corporate Information:-

Citadel Realty & Developers Limited (“the Company”) formerly known as Rohit Pulp & Papers Mills Ltd is a Company registered under the Companies Act, 1956. The Company is a public limited company incorporated and domiciled in India and has its registered office at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013.

The equity shares of the Company are listed on BSE Limited (BSE). The Company is registered with the Ministry of Corporate Affairs under CIN L21010MH1960PLC011764.

The Company is primarily engaged in the business of construction, development and sale of residential real estate projects. The core business activities are carried out under various business model likes own development, through joint ventures and joint development and other arrangements with third parties.

The consolidated financial statement comprises financial statements of the Company together with its Associates (collectively referred to as the ‘Group’) for the year ended March 31, 2021. The Group is engaged primarily in the business of real estate development.

A. Basis of preparation and measurement :-

(a) Statement of Compliance :

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the Section 133 of the Companies Act, 2013 (“the 2013 Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the relevant provisions and amendments, as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the historical cost convention except certain financial instruments, defined benefit plans and share based payments measured at fair value.

These consolidated financial statements were authorised for issue by the Company’s Board of Directors on May 03, 2021.

(b) Functional and presentation currency :

These Consolidated financial statements are presented in Indian rupees (INR), which is the Group’s functional currency. All financial information have been presented in Indian rupees (INR) all amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

(c) Basis of measurement :

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value; and defined benefit plans - plan assets measured at fair value

(d) Use of estimates and judgments :

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgments are:

- (i) Estimation of total cost of construction of Project
- (ii) Estimation of useful life of property, plant and equipment and intangibles
- (iii) Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used
- (iv) Impairment of financial assets (i.e. expected credit loss on trade receivables and retention money receivable)
- (v) Estimation on discounting of retention money payable

(e) Measurement of fair values :

The Group’s accounting policies and disclosures require the measurement of fair values, for financial instruments:-

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

(f) Principles of consolidation and equity accounting

The consolidated financial statements comprise of financial statements of the Company and its subsidiaries, Associates and joint Venture for which the Company fulfils the criteria pursuant to Ind AS 110 and joint Venture within the scope of Ind AS 112.

Associates :-

Associates are entities over which group has significant influence but not control. Investment in associates are accounted for using the equity method of accounting as per IND AS 28. The investment is initially recognised at cost and carrying value is increased or decreased to recognised the investor's share of the profit or loss in the investee after acquisition date. The Group's investment in associates includes identified on acquisition.

Entity considered for Consolidation

1. Citadel Realty and Developers Ltd - The Company
2. Shree Swami Samarth and Builders Developers - Associates

B. Significant accounting policies :-

1. Lease:-

Operating Lease

As a lessee:-

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract "conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets:-

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

ii) Lease Liabilities:-

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

iii) Short-term leases and leases of low-value assets :-

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2. Cash and Cash Equivalents :-

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3. Inventories :-

Inventories of Finished Goods and Property under development are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing "the inventories to their present location and condition and borrowing cost incurred related to project. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4. Investments in associates :-

Investments in associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

5. Investments and other financial asset :-**(a) Classification :-**

The Group classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

At initial recognition, the Group measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

(i) Debt instruments:

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments into following categories:

- (1) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.
- (2) **Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost are measured at fair value through statement of Profit and Loss. Interest income from these financial assets is included in other income.

(ii) Equity instruments:

The Group measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Group's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss

(c) Impairment of financial assets:

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(d) Income recognition:**Interest income:-**

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends:-

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

6. Revenue recognition :-**(i) Construction Revenue :-**

The Group undertakes the business of construction of residential properties through joint venture. The ongoing contracts with customers are construction of residential properties.

The Group has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018. The Company has applied the following accounting policy for revenue recognition:

The Group recognises revenue from contracts with customers for ongoing contracts with customers based on a five step model as set out in Ind AS 115:

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.



Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

The Group satisfies a performance obligation and recognises revenue over time as company satisfies the following criteria.

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

The Group Recognised the revenue using cost based input method. Revenue is recognised with respect to stage of completion, which assessed with reference to the proportion of contract cost incurred for work performed to the estimated total cost of completion of contract.

Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company.

Advances from customers, progress payments, amount due from and due to customers and retention money receivable

Advances received from customers in respect of contracts are treated as liabilities and adjusted against progress billing as per terms of the contract

Progress payments received are adjusted against amount receivable from customers in respect of the contract work performed.

Amounts due from contract customers represents the gross unbilled amount expected to be collected from customers for contract work performed till date. It is measured at cost plus profit recognised till date less progress billings and recognised losses when incurred.

Amounts due to contract customers represents the excess of progress billings over the revenue recognised (costs plus attributable profits) for the contract work performed till date.

(ii) Dividend Income :-

Dividend Income is accounted when the right to receive the same is established

(iii) Interest Income or expenses:-

Interest income or expense is accounted basis effective interest rate (EIR).

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

7. Cost of Construction / Development :-

Cost of Construction/Development (including cost of land) includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses incurred. Cost of sales is charged to the statement of profit and loss in the proportionate to project area sold and revenue whereof is recognised. Costs incurred for projects which have not achieved reasonable level of development is carried over as construction work-in-progress.

8. 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.

9. Earnings Per Share :

The Group reports basic and diluted earnings per share in accordance with Ind AS - 33 on 'Earnings per Share'. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all diluted potential equity shares except where the results are anti- dilutive.

10. Current and Deferred Taxes : Current Tax :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Deferred Tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax liabilities and assets measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year:

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

11. Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognised when the Group has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

12. Operating Cycle :-

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed & realisation of project into cash & cash equivalents and are in the range of 3 to 7 years. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of the respective projects. All other assets and liabilities have been classified into current and non-current based on a period of twelve months

13. Trade receivables :-

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

14. Trade and other payables :-

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

15. Borrowings :-

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method (EIR). Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

16. Dividends :-

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

CITADEL REALTY AND DEVELOPERS LIMITED

Notes forming part of the consolidated financial statements

(All amounts are in INR unless otherwise stated)

Note 2 - Investments : Non-Current

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Investments Carried at:		
A) Cost		
Investments in Partnership Firm		
Shree Swami Samarth Builders & Developers (including share of profit)	84.17	83.11
	84.17	83.11

Note 3 - Deferred Tax Assets / (Liabilities)

(Rs. in Lakhs)

Significant components of deferred tax assets and liabilities for the year / Period ended	As at March 31, 2021	As at March 31, 2020
Deferred tax assets on:		
(a) carry forward unused tax losses & unabsorbed depreciation	43.93	57.28
MAT Credit Entitlement		
(a) Carry forward unused Tax credit (MAT)	150.28	142.79
Net Deferred tax assets/(liabilities)	194.21	200.07

Note 4 - Inventories

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(At lower of cost and net realizable value)		
(a) Land and Plots	36.21	36.21
(b) Construction work-in-progress	234.07	234.07
Total	270.28	270.28

Note 5 - Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Balances with banks		
- In current accounts	0.44	2.95
(b) Cash in hand	0.30	0.20
Total	0.74	3.15

Note 6 - Other Balances with Banks

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
a) Earmarked accounts		
- Unclaimed dividend	5.25	5.43
Total	5.25	5.43

Note 7 - Loans :- Current

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered good		
(a) Loans to related parties	2,098.47	1,873.64
Total	2,098.47	1,873.64

Note 8 - Other Current Assets

(Rs. in Lakhs)

Particulars	As at	
	March 31, 2021	March 31, 2020
(a) Other receivable	4.07	4.07
(b) Balance With Government Authorities	9.96	9.96
(c) Prepaid Expenses	0.39	-
Total	14.42	14.03

Note 9A - Equity Share Capital

(Rs. in Lakhs)

Particulars	As at	
	March 31, 2021	March 31, 2020
Authorised:		
2,00,00,000 Equity shares of Rs. 10/- each (as at 31 March 2019: 2,00,00,000 Equity Shares of Rs.10/- each)	2,000.00	2,000.00
3,00,000 0% Redeemable Preference Shares of Rs.100/-each (as at 31 March 2019: 3,00,000 0% Redeemable Preference Shares of Rs.100/-each)	300.00	300.00
	2,300.00	2,300.00
Issued, Subscribed and Fully Paid:		
78,92,198 Equity Shares of Rs.10/- each [as at 31 March 2020 78,92,198 Equity Shares of Rs.10/- each]	789.22	789.22
Total	789.22	789.22

Note 9.1:- Terms, rights & restrictions attached to

a. Equity Shares:-

The holding company has only one class of equity shares having a face value of Rs. 10 per share [PY: Rs. 10 per share] . Accordingly, all equity shares rank equally with regards to dividends & share in the holding Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the holding Company, the holder of equity shares will be entitled to receive the remaining assets of the holding company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Preference Shares:-

The holding company has one class of preference shares having face value of Rs. 100/- each. The preference shares rank ahead of equity shares in the event of liquidation.

Note 9.2:- Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

(Rs. in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Amount	No. of shares	Amount
Shares at the beginning of the year	78,92,198	789.22	75,19,974	752.00
<u>Movement during the year</u>				
Shares issued during the year	-	-	-	-
Conversion of Compulsorily Convertible Debentures (CCD's)	-	-	1,86,112	18.61
Issue of Bonus Shares [Refer Note 9.4]	-	-	1,86,112	18.61
Shares extinguished on buy back	-	-	-	-
Outstanding at the end of the year	78,92,198	789.22	78,92,198	789.22

Note 9.3:- Shares held by Holding Company, its Subsidiaries and Associates
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
By Associates company		
38,41,764 equity shares of Rs. 10/- each (March 31, 2019 : 38,41,764 equity shares of Rs. 10/- each) are held by Marathon Realty Private Limited	384.18	384.18

Note 9.4:- Details of Shareholders holding more than 5% share in the company:-

Particulars	As at March 31, 2021		As at March 31, 2020	
	% holding	No. of Shares	% holding	No. of Shares
Marathon Realty Private Limited	48.68%	38,41,764	48.68%	38,41,764
Fibre Box Bombay Private Limited	9.42%	7,43,198	9.42%	7,43,198

Note 9.5:- Equity shares movement during the 5 years preceding March 31, 2021.
(a) Issued of shares without payment being received in cash:-

During the FY 2020-21 the CCD holder has opted to convert the CCD's in to 186112 equity shares of Rs. 10/- each at a premium of Rs. 57.40/-.

During the FY 2017-18, on approval of shareholders, the Allotment Committee at its meeting held on November 24, 2017, has allotted 1,85,487 Equity Shares of Rs. 10/- each at premium of Rs. 57.39/- on conversion of Preference Share and said shares are listed on BSE w.e.f. January 08, 2018.

(b) Equity shares issued as bonus:-

As per Regulation 93 of SEBI (ICDR) Regulation'2009, the holding company has allotted 186112 equity shares as bonus shares to the CCD holder upon conversion of CCD's.

In FY 2017-18, the Company allotted 37,59,987 number of equity shares as fully paid up bonus shares by capitalisation of Security premium amounting Rs. 3,76.00/- lakhs pursuant to an ordinary resolution passed after taking the consent of shareholders by postal ballots March 14, 2018.

(c) The holding company has not undertaken any buy-back of shares.
Note 10 - Other Equity
(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Securities Premium Account		
Opening balance	332.19	243.97
Add : Additions on account of conversion of NCD	-	106.83
Less:- Capitalisation for issue of Bonus Shares	-	(18.61)
Closing Balance	332.19	332.19
(b) Surplus in Statement of Profit and Loss		
Opening balance	(198.66)	(207.24)
Add : Profit for the year	35.07	55.22
Less: Allocations/Appropriations		
(i) Dividend paid (Including Dividend Distribution tax)	-	(46.64)
Closing Balance	(163.59)	(198.66)
Total	168.60	133.53

Note 10.1:- Nature and purpose of reserves:-

(a) **Securities Premium Reserves** : Securities premium reserves is excess of face value of shares. Also difference between fair value of optionally convertible preference shares and value of option is accounted as security premium. The reserve is utilised in accordance with the provisions of section 52 of the Act.

(b) **Surplus in the Statement of Profit and Loss A/c** : Retained earnings, or accumulated earnings, are the profits that have been reinvested in the business instead of being paid out in dividends. The number represents the total after-tax income that has been reinvested or retained over the life of the business.

Note 11 - Other Financial Liabilities : Non Current**(Rs. in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Deposits (as per term of Joint venture agreement)	10.00	10.00
Total	10.00	10.00

Note 12 - Borrowings : Current**(Rs. in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured Borrowings		
<u>Loan Repayable on demand</u>		
(a) Loan from Related party	1,667.98	1,490.31
Total	1,667.98	1,490.31

Note 13 - Other Financial Liabilities : Current**(Rs. in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Unclaimed dividends	5.25	5.43
Total	5.25	5.43

Note 14 - Other Current Liabilities**(Rs. in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Expenses Payable	7.32	3.32
(b) Statutory dues (Withhold Tax, GST)	11.69	13.18
Total	19.01	16.50

Note 15 - Current Tax Liabilities (Net)**(Rs. in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Income Tax Payable (Net off Advance Tax & TDS credit)	7.48	4.72
Total	7.48	4.72

Note 16 - Revenue from Operations**(Rs. in Lakhs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Interest on advance to execute the Project	224.84	204.97
Total	224.84	204.97

Note 17 - Change in Inventory
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Opening Inventory		
Work in Progress	234.06	234.06
Stock in Trade (Land & Plots)	36.21	36.21
Total opening Inventory	270.27	270.27
(b) Closing Inventory		
Work in Progress	234.06	234.06
Stock in Trade (Land & Plots)	36.21	36.21
Total Closing Inventory	270.27	270.27
Total (Change in Inventory = a-b)	-	-

Note 18 - Finance Cost
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Interest expense on borrowings	151.05	136.17
(b) Interest on delayed payment of statutory dues	1.78	0.62
Total	152.83	136.79

Note 19 - Other Expenses
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Rent (office)	2.70	2.73
(b) Insurance	0.11	0.50
(c) Rates and Taxes	1.51	1.92
(d) Printing & Stationery (incl. Postage charges)	0.74	3.59
(e) Travelling and Conveyance	-	0.19
(f) Legal and professional fees	5.57	5.05
(g) Payment to Auditors	0.73	0.73
(h) Listing fees	3.54	3.67
(i) Director Sitting fees	7.90	7.80
(j) Share issue expenses	-	6.69
(k) Miscellaneous Expenses	0.78	3.29
Total	23.58	36.16

Note 19.1:- Payment to Auditors (net off service tax & GST) towards
(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Statutory Audit Fees including fees for quarterly limited reviews	0.73	0.73
Tax Audit Fees	-	-
Other Services	-	-
Total	0.73	0.73

Note 20 - Tax Expenses

Tax expense/(credit) recognized in the Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Current tax		
Current Tax on taxable income for the year	-	5.00
Total current tax expense	-	5.00
(b) Deferred tax		
Deferred tax charge/(credit)	13.34	2.35
MAT Credit (taken)/utilised	-	-
Total deferred income tax expense/(credit)	13.34	2.35
(c) Adjustment of Tax related to earlier period	1.08	(4.75)
Total tax expense (a+b+c)	14.42	2.60

A) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Enacted income tax rate in India applicable to the Company	26.00%	26.00%
Profit before tax	48.43	32.02
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	12.59	8.33
Tax effect on Carry forward Loss and Unabsorbed depreciation	(12.59)	3.38
Exempt Income - Share in Profit from Partnership firm	-	(6.71)
Mat credit utilised/ availed	-	-
Total income tax expense/(credit)	-	5.00

Note 21 - Earning Per Equity Share

Earnings per Share ('EPS') is determined based on the net profit attributable to the shareholder's of the Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number potential equity shares outstanding during the year, except where the result would be anti-dilutive.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<u>Earnings Per Share has been computed as under:</u>		
Profit for the year	35.07	55.22
Weighted average number of equity shares outstanding	78,92,198	78,92,198
Earnings Per Share (Rs.) - Basic (Face value of Rs. 10 per share)	0.44	0.70
Add: Weighted average number of potential equity shares on account conversion of Compulsorily Convertible Debenture	78,92,198	78,92,198
Weighted average number of Equity shares (including dilutive shares) outstanding	-	-
	78,92,198	78,92,198
Earnings Per Share (Rs.) - Diluted (Face value of Rs. 10 per share)	0.44	0.70

Note 22 :- Disputed Tax Liabilities

AY 2005-06 and 2006-07

The Company was in appeal before Income Tax Appellate Tribunal (ITAT) regarding the re-opening of the Assessments u/s 148 of Income Tax Act, 1961 for the assessment years. The ITAT has in its order quashed the reopening. The Income Tax Department is yet to give effect to the order of the ITAT. For AY 2006-07 the Income Tax Department has filed an appeal against the order of the ITAT before the Hon. Bombay High Court.

Note No. 23:- Lease

The Company has been operating from the premises owned by relatives of Key Management Personnel. During the year, Company had entered into formal agreement for payment of rent on the premises occupied by it. The rental payable per month has been Rs. 2.70/- lakhs per annum. The lease does not have any non-cancellable portion. Tenure of the lease agreement is valid till 31st March 2021.

The group has elected to use recognition exemption for the lease contract, that at the commencement date, have lease term of 12 months or less and do not contain purchase option (Short term Lease) and lease contract for underlying assets is of low value (Low-value) assets.

Hence, adoption of Ind AS does not have any impact on the profitability of the group.

Note No. 24:- Segment Reporting

The group is engaged in Real Estate. The operations of the company do not qualify for reporting as separate business segments as per the criteria set out under Indian Accounting Standard 108 (IND AS-108) on “Operating Segments”. The Company is operating in India hence there is no reportable geographic segment. Accordingly no disclosure is required under IND AS - 108.

Note 25:- Disclosure as per Ind AS 115:-

- (a) The group is primarily engaged in the business of construction, development and sale of residential real estate projects. The core business activities are carried out under various business models like own development, through joint ventures and joint development and other suitable arrangements with third parties.
- (b) The group has adopted Ind AS 115 ‘Revenue from Contracts with Customers’ effective 1 April 2018. The Company has elected the option of the modified retrospective approach and there is no material impact on the measurement of revenue and retained earnings as of 1 April 2018. The presentation of certain contract related balances have been changed for the current year only and the previous year balances continues to be disclosed as done in the previous year, in compliance with the requirements of Ind AS 115.

As on 31 March 2020, revenue recognised in the current year from performance obligations satisfied/ partially satisfied in the previous year is INR NIL

Note 26:- Corporate Social Responsibility (CSR) expenditure

As per section 135 of the Companies Act, 2013, company need to spent 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) on fulfilling the criteria given under section 135 (1) of the Companies Act,2013. CSR is not applicable to the holding company as company does not fulfil the criteria given.

Financial instrument Disclosure:-

Note 27:- Capital Risk Management

The group’s capital management objectives are:

- to ensure the group’s ability to continue as a going concern.
- to maximize the return to stakeholders through the optimization of the debt and equity balance.

The group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The company sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

a) Gearing Ratio:

The Gearing ratio at the end of the reporting period are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Debt* (A)	1,667.98	1,490.31
Cash and bank balances (B)	0.74	3.15
Net Debt C=(A-B)	1,667.24	1,487.16
Total Equity (D)	957.82	922.75
Net debt to equity ratio (C/D)	1.74	1.61

*Debt is defined as long-term and short-term borrowings including interest accrued on borrowings

Financial risk management

a) The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

(Rs. in Lakhs)

Particulars	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	0.74	0.74
Other balances with banks	-	-	5.25	5.25
Investments (Other than investment in equity instruments of Subsidiaries)	-	-	84.17	84.17
Loans	-	-	2,098.47	2,098.47
Total	-	-	2,188.63	2,188.63
Liabilities:				
Trade and other payables	-	-	-	-
Borrowings	-	-	1,667.98	1,667.98
Other financial liabilities	-	-	15.25	15.25
Total	-	-	1,683.23	1,683.23

b) The carrying value of financial instruments by categories as of March 31, 2020 is as follows:

Particulars	Fair value through P&L	Fair value through OCI	Amortised cost	Total carrying value
Assets:				
Cash and cash equivalents	-	-	3.15	3.15
Other balances with banks	-	-	5.43	5.43
Investments (Other than investment in equity instruments of Subsidiaries)	-	-	83.11	83.11
Loans	-	-	1,873.64	1,873.64
Total	-	-	1,965.33	1,965.33
Liabilities:				
Trade and other payables	-	-	-	-
Borrowings	-	-	1,490.31	1,490.31
Other financial liabilities	-	-	15.43	15.43
Total	-	-	1,505.74	1,505.74

D Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Future specific market movements cannot be normally predicted with reasonable accuracy.

Currency risk: The group does not have material foreign currency transactions. The company is not exposed to risk of change in foreign currency.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes in interest rates. The group has borrowed the fund at fixed rate of interest and thus there is no risk of interest rates fluctuating.

Other price risk:

The group is not exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

II) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the group result in material concentration of credit risk.

Credit Risk management :-

The group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: High credit risk

Asset group	Basis of categorisation	Provision for expenses credit loss
A: Low credit risk	Investments, Other bank balances, trade receivables, cash and cash equivalents, loans and other financial assets	12 month expected credit loss/Life time expected credit loss
B: High credit risk	Trade receivables and loans & Advances	12 month expected credit loss/Life time expected credit loss/fully provided for

Based on business environment in which the group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the group. The group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

III) Liquidity risk

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(a) Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at 31 March 2021

(Rs. in Lakhs)

Financial liabilities	Carrying amount	Due in one Year	Due after one Year	Total contractual cash flows
(a) Borrowings and interest thereon (incl. current maturity of long term debt)				
- 31 March 2021	1,667.98	1,667.98	-	1,667.98
- 31 March 2020	1,490.31	1,490.31	-	1,490.31
(b) Other financial liabilities				
- 31 March 2021	15.25	15.25	-	15.25
- 31 March 2020	15.43	15.43	-	15.43
Total				
- 31 March 2021	1,683.23	1,683.23	-	1,683.23
- 31 March 2020	1,505.74	1,505.74	-	1,505.74

Note 28 :- Joint venture

- a) The Company was hitherto jointly developing an area admeasuring 2159 sq. mtrs of slum property with Mr. Vaibhav Kokate. Company has entered into a partnership with Mr. Vaibhav Kokate in a firm named Shree Swami Samarth Builders and Developers (SSSBD) wherein the company has contributed to 50% of the capital to the partnership.
- b) By virtue of a registered deed the Company has transferred development rights pertaining to 2159 sq. mtrs owned by it to the partnership firm SSSBD. Mr. Vaibhav Kokate has also transferred land belonging to him into the partnership. In lieu of the company transferring the development rights it would be entitled to a percentage of the saleable area post the merger of the two land parcels which would be delivered to the company post obtaining the Occupation Certificate by SSSBD.
- c) Further the Company is entitled to 37.50% share in the profits of the firm SSSBD less what it would have received during the pendency of the project.

Note 29 : Particulars of Consolidation**i. Entity considered for Consolidation**

Sr. No.	Name of the Entity	% of ownership as on		Nature of Interest	Principal Activities
		31 March 2021	31 March 2020		
1	Shree Swami Samarth Builders & Developers	37.50%	37.50%	Associates	Real Estate

ii. Disclosure as required under Ind AS 112

Reconciliation of carrying amount of investment in associates :-

Particulars	As at 31 March 2021	As at 31 March 2020
Cost of investment measured using Equity method	83.11	57.31
Share of group in the profit of the firm	1.06	25.80
Value of Investment in Balance sheet as per note no. 2	84.17	83.11

Note 30 :- Additional Information, as required under Schedule III to the Companies Act, 2013, of Consolidated Entities**(a) Statement of Net Assets and Profit/Loss and Other Comprehensive Income considered in Consolidated Financial Statements**

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	As at 31st March 2021	As % of consolidated profit or loss	Year ended 31st March 2021	As % of consolidated OCI	Year ended 31st March 2020	As % of total comprehensive income	Year ended 31st March 2021
Parent								
-Citadel Realty and Developers Ltd	99.96%	2,666.48	96.98%	34.01	-	-	96.98%	34.01
Associates (as per Equity Method)								
Shree Swami Samarth Builders and Developers	0.04%	1.06	3.02%	1.06	-	-	3.02%	1.06
	100.00%	2,667.54	100.00%	35.07	-	-	100.00%	35.07

Note 31 :- Related Party Transaction

List of Related Parties and Transactions during the year as per Ind AS-24 "Related Party Disclosures"

a) Associates

1. Marathon Realty Private Ltd (w.e.f. September 27, 2019)
2. Shree Swami Samarth Builders & Developers (Partnership Firm)
3. Fibre Box Bombay Private Ltd

b) Key Managerial Personnel

1. Mr. Veeraraghavan Ranganathan - Chairman
2. Mr. S. Ramamurthi – Director & C.E.O

CITADEL REALTY AND DEVELOPERS LIMITED

3. Mr. Chetan R. Shah – Director
4. Ms. Sonal M. Shah – Director
5. Mr. Nilesh Dand – Director & CFO w.e.f. May 08, 2018
6. Mr. Devendra Shrimankar – Director

c) Relatives of Key Management Personnel having transactions during the year

1. Ms. Ansuya R. Shah (Mother of Director)
2. Ms. Shailaja C. Shah (Wife of Chetan R Shah – Director)
3. Mr. Mayur R. Shah – (Brother of Chetan R. Shah – Director and husband of Ms Sonal Shah – Director)

Note 31B:- Transactions with Related Parties (RP):

(Rs. in Lakhs)

Type of Transaction	Relationship	Particular	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Dividend paid on Equity Shares	Relatives of KMP	Shailalaja C Shah	-	1.35
	Director	Sonal M Shah	-	1.35
	Associates	Marathon Realty Private Ltd	-	19.21
	Significant influence of KMP	Fibre Box Bombay Private Ltd	-	2.79
Interest Income from Partnership Firm / LLP's	Associates	Shree Swami Samarth Builders and Developers	224.84	204.97
Interest Expenses on Inter Corporate Deposits	Associates company	Marathon Realty Private Ltd	151.05	136.17
Rent Expenses for corporate office	Associates	Marathon Realty Private Ltd	-	2.74
	Relatives of KMP	Ansuya Shah	2.70	-
Director Sitting Fees	Director	V. Ranganathan	1.90	1.90
	Director	S. Ramamurthi	1.70	1.90
	Director	Devendra Shrimankar	1.80	1.70
	Director	Chetan Shah	0.80	0.80
	Director	Nilesh Dand	0.90	0.70
	Director	Sonal Shah	0.80	0.80
Loans received back	Associates	Shree Swami Samarth Builders and Developers	-	133.00
Inter Corporate Deposits taken	Associates	Marathon Realty Private Ltd	41.69	382.95
	Associates	Fibre Box Bombay Private Ltd	618.50	-
Loan Repaid	Associates	Shree Swami Samarth Builders and Developers	-	250.00
	Associates	Marathon Realty Private Ltd	622.09	162.69
	Associates	Fibre Box Bombay Private Ltd	0.30	-
Share of Profit from Partnership Firm	Associates	Shree Swami Samarth Builders and Developers	1.06	23.92
<u>Closing Balance</u>				
Loan Given	Associates	Shree Swami Samarth Builders and Developers	2,098.47	1,873.64
Inter Corporate Deposit taken	Associates	Marathon Realty Private Ltd	806.07	1,246.75
	Significant influence of KMP	Fibre Box Bombay Private Ltd	861.76	243.56
Investment in Partnership Firm	Associates	Shree Swami Samarth Builders and Developers	84.17	57.31
Deposits for Project	Associates	Shree Swami Samarth Builders and Developers	10.00	10.00

Note 32 :- Other Significant Notes:-

- i Pending litigations:- The Group's pending litigations comprise of claims by or against the group primarily by the suppliers and proceedings pending with tax and other government authorities. The group has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the group has made adequate provision in the financial statements and appropriate disclosure for contingent liabilities is given in Note 22.
- ii **Foreseeable Losses:-** The group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the group has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long term contracts has been made in the books of account. There are no derivatives.
- iii Previous Year's figure have been regrouped/rearranged, wherever necessary.
- iv In the opinion of the Management of the group, all current assets appearing in the Balance Sheet as at March 31, 2021 have a value on realisation in the ordinary course of the Company's business at least equal to the amount at which they are stated in the Balance Sheet.
- v Balance of trade receivables, other receivable, trade payables and loans and advances are subject to confirmation from respective parties and reconciliation, if any.
- vi The share of profit / (loss) in the Firm is accounted in the books of the Company as and when the same is credited / debited to the Partners' Capital Account.

Note 33 :- Coronavirus (COVID-19) Impact on Financial Reporting – Accounting Year Ending March 31, 2021

In the view of recurrence of the second wave of Covid 19 throughout the country and its potential adverse impact on the economic activities, the Group is continuing to assess and evaluate the impact of the pandemic on the recoverabilities of its assets. The Management is expecting to recover the carrying value of the assets and does not foresee any risk to service its financial obligations. The impact of any future events and developments emerging out of Pandemic, occurring after the approval of the above financial results will be recognised prospectively.

In terms of our report attached
For Bipin Shah & Co.
 Chartered Accountants
 (Firm's Registration No. 101511W)

For and on behalf of the Board of Directors

V.Ranganathan
Chairman
 (DIN:- 0269682)

S.Ramamurthi
Director & CEO
 (DIN:- 00135602)

Bipin Shah
 Proprietor
 Membership No. 013191

Nilesh Dand
Director & CFO
 (DIN:- 00199785)

Anuja Dube
 Company Secretary
 (ACS44198)

Place :- Mumbai
Date :- May 03, 2021

Place :- Mumbai
Date :- May 03, 2021

Citadel Realty and Developers Limited

802, Marathon Max,

Jn. of Mulund-Goregaon Link Road,

Mulund (W), Mumbai - 400 080.