

**SUNSTAR REALTY
DEVELOPMENT LIMITED**

**ANNUAL REPORT
2014-15**

COMPANY INFORMATION

BOARD OF DIRECTORS	: Mr. Manoj Mehrotra Mr. Dipan Patel Jesingbhai Mr. Yogesh Kumar Rawal Ms. Sonal Jayprakash Bhatt
COMPANY SECRETARY	: Ms. Preeti Yadav
AUDITORS	: M/s. JV Modi & Co. Chartered Accountants A/202, Badal Appartment, Devchandnagar, Bhayandar (W), Thane-401 101, Maharashtra
BANKERS	: Axis Bank
REGISTERED OFFICE	: 597 Rajhsila Premises Co-operative Society, Office No-107, 1 st Floor, J.S.S Marg, Princess Street Junction, Mumbai-400 002 Website: www.sunstarrealtors.com Email: - info@sunstarrealtors.com
REGISTRAR & SHARE TRANSFER AGENTS	: M/s. Sharepro Services (India) Private Limited 13AB Samitha Warehousing Complex 2 nd Floor, Sakinaka Telephone Exchange Lane, Andheri Kurla Road, Mumbai-400 072 Maharashtra, India Tel: 022-6772 0300/0400, Fax: 022-28591568 Email: sharepro@shareproservices.com Website: www.shareproservices.com
7TH ANNUAL GENERAL MEETING	
DATE & TIME	: Monday, 21 st September 2015, at 12:30 P.M.
VENUE	: P.D's Supreme Hospitality Pvt. Ltd. Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali(E) Mumbai-400101, Maharashtra.
BOOK CLOSURE	: 17 th September, 2015 to 21 st September, 2015 (Both days inclusive)

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DIRECTORS' REPORT

Dear Members,

Your Directors' are pleased to present the Seventh Annual Report and the Company's audited financial statement for the financial year ended 31st March, 2015.

The Financial Results of the company are summarized below:

FINANCIAL RESULTS

(Rs. in lakhs)

PARTICULARS	Year ended 2014-2015	Year ended 2013-2014
Total Income	1894.63	1734.52
Total Expenditure	1756.81	1638.23
Profit before Taxation	92.82	96.29
Tax Expense	28.68	29.76
Profit for the Period	64.14	66.52
Brought forward from previous year	90.04	23.52
Surplus carried to Balance Sheet	154.18	90.04

RESULTS OF OPERATION AND THE STATE OF COMPANY'S AFFAIRS

The company's Total Income has increased from Rs. 1734.52 Lakhs to Rs. 1849.63 Lakhs. Its Profit after Tax has also increased from Rs 66.52 Lakhs to Rs 64.14 Lakhs.

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

With the efforts of the Management team, your company has come up with several ventures. Some of them are:

1. To build Some Residential & Commercial units near Yamuna Nagar, New Delhi
2. Has acquired plots of land near Mouza Bhatenda, Near Rajarhat, Salt Lake, Kolkata
3. Has entered into Joint venture with Ganguly Home Search Pvt Ltd for construction of Residential & Commercial plots
4. Grabbed the project from M/s Royal Infraconstru Ltd of around Rs. 15 Crores for execution of Construction of Chennai outer Ring Road Phase II from Nemilicheri in NH 205 to Minjur in Thiruvottiyur-Ponneri-Panchetti(TPP) Road at Chennai, in the state of Tamilnadu.

DIVIDEND

With a view to conserve the resources and to infuse the same in the Business for future needs & strengthening the financial position of the company, the Directors regret their inability to propose any Dividend for the year under review.

TRANSFER OF RESERVES

Your Company has not made any transfer in reserves & an amount of Rs.154.18 Lakhs is retained in the Profit & Loss Account.

SPLIT OF SHARES

The meeting of the Board of Directors was held on 1st April, 2015 to split the Face Value of equity shares from Rs. 10/- to Re. 1/- each and the said split got shareholders approval whose result was declared on 16th May, 2015.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 52 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of this Annual Report as an Annexure 1.

SHARE CAPITAL

Your company have not raised any money by issuing Equity Share of the Company during the Financial Year 2014-2015.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

No significant or material orders were passed by the Regulators/Courts/Tribunals which impact the Going Concern status and Company's operation in future.

RELATED PARTY TRANSACTION

During the Financial Year 2014-2015 your Company's transaction with the Related Parties as defined under the Companies Act, 2013, rules framed there under and revised clause 52 of the Listing Agreement with the Stock Exchange, were in the 'Ordinary course of business' and 'at arm's length' basis. Your Company did not have any Related Party Transaction which requires prior approval of the shareholders. Necessary disclosures required under the Accounting Standard (AS-18) have been made in the Notes to Financial Statements.

RISK MANAGEMENT

The objective of risk management is to balance the trade off between risk and return and ensure optimum risk adjusted return on capital. The Risk Management Policies related to Procurement, Debtors, Financing and Investments are in place and properly documented and reviewed continuously. The processes have been laid down to oversee the implementation of the policies and continuous monitoring of the same.

Our Board level Committees viz. Audit Committee oversee risk management policies and procedures. It reviews the credit and operational risks, reviews policies in relation to investment strategy and other risks like interest rate risk, compliance risk and liquidity risk.

DIRECTORS' RESPONSIBILITY STATEMENT

Accordingly, pursuant to the requirements under Section 134(3) (c) and 134 (5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed and no material departures have been made from the same;

- ii. Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Directors have prepared the annual accounts for the financial year ended 31st March, 2015, on a 'going concern' basis.
- v. Directors have laid down internal financial controls which has been followed by the company and that such internal financial controls are adequate and were operating effectively:
- vi. Directors have devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

REPORT ON CORPORATE GOVERNANCE

Your company is committed to maintain the highest standard of Corporate Governance. Your company has complied with the Corporate Governance requirements as per Clause 52 of the Listing Agreement with the Stock Exchange.

The Report on Corporate Governance as stipulated under Clause 52 of the Listing Agreement forms part of the Annual Report as an Annexure 2.

INTERNAL CONTROL

The Company's internal audit system are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operation through adherence to the company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Details of internal controls system are given in Management Discussion and Analysis Report, which forms part of the Director's Report.

DETAILS OF SUBSIDIARIES, ASSOCIATES COMPANY

Your Company doesn't have any Subsidiary Company or Associate Company.

BOARD AND COMMITTEE MEETING

A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors. Eight Board Meetings, One Extra-Ordinary General Meeting and One Annual General Meeting were convened and held during the year.

There are 3 Board Committees as on 31st March 2015 viz. Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee.

Our Audit Committee with Mr. Yogesh Kumar Rawal, Mr. Dipan Patel Jesingbhai and Ms. Sonal Jayprakash Bhatt as members. There have not been any instances during the year when recommendation of the Audit Committee was not accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Agreement.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of Sexual Harassment at the workplace, in line with the provisions of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, the Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The company has not received any complaint of sexual harassment during the Financial Year 2014-2015

DIRECTOR AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Asamanja Deb ceased to be the Director of the company with effect from 21st November, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Clause 52 of the Listing Agreement with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The following policies of the Company are attached herewith marked as Annexure 3:

Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other employees.

AUDITORS AND AUDITOR'S REPORT

M/s. JV Modi & Co., Chartered Accountants, (Firm Registration No.-137951W) Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

The Board of Director has appointed M/s Amit Jain & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended 31st March, 2015 is annexed herewith marked as Annexure 4 to this Report.

INTERNAL AUDITOR

In terms of provision of Section 138 of the Act, M/s R N A & Associates, Chartered Accountant, (Firm Registration No.-136734W) were appointed as Internal Auditor for the Financial Year 2014-2015. The Audit Committee in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the Internal Audit.

PUBLIC DEPOSITS

During the financial year 2014-15, your Company has not accepted any deposit within the applicable sections of the Companies Act, 2013.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism and adopted Whistle Blower Policy in compliance with the provisions of Section 177 of Companies Act, 2013 and Clause 52 of the Listing Agreement. The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior management of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or a letter to the Task Force or to the Chairman of the Audit Committee.

The policy on Vigil Mechanism/Whistle Blower Policy may be accessed on the website of the company.

NOMINATION AND REMUNERATION POLICY

The Board has Nomination and Remuneration Policy recommended by Nomination and Remuneration Committee in terms of provisions of Section 178 of the Companies Act, 2013 and Clause 52 of the Listing Agreement.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

a) Particulars of Conservation of Energy, and Technology Absorption

The particulars relating to conservation of energy and technology absorption are not applicable to the company. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

b) Foreign Exchange Earnings and Outgo

During the year under review, your company has neither earned nor spent any foreign exchange.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return in form MGT. 9 of the Company is annexed herewith as Annexure 5 to this Report.

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee during the financial year 2014-2015 in respect of whom information is required to be given pursuant to the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EMPLOYEE STOCK OPTION SCHEME (ESOS)

The company has not issued/allotted any shares, during the year under review, pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, erstwhile Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and as per Section 62(1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 30th May 2015

Kavita Patel
Whole Time Director

ANNEXURE - 1

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY

The global economy grew at a moderate pace of 3.4% in 2014 reflecting a pickup in growth in advanced economies relative to the previous year and a slowdown in emerging market and developing economies. Despite the slowdown, emerging market and developing economies still accounted for three-fourths of global growth in 2014. Complex forces that affected global activity in 2014 are still shaping the outlook. These include medium and long-term trends, such as population aging and declining potential growth; global shocks, such as lower oil prices; and many country or region-specific factors, such as crisis legacies and exchange rate swings triggered by actual and expected changes in monetary policies. Overall, global growth is projected to reach 3.5% and 3.8% in 2015 and 2016. Growth is projected to be stronger in 2015 relative to 2014 in advanced economies, but weaker in emerging markets, reflecting more subdued prospects for some large emerging market economies and oil exporting economies.

INDIAN ECONOMY

Following several years of robust growth in the lead up to and immediately after the global financial crisis, India's growth slowed sharply during 2011-13. This reflected the combined effects of political uncertainty prior to the 2014 national elections, a less than fully effective macroeconomic policy framework, and increasingly binding supply side impediments to activity that led to a generalized slump in investment. Despite the weakening domestic demand, large domestic and external imbalances emerged on rising food prices and gold imports, rendering the economy sensitive to external financial shocks. As a result, the economy was hit hard by the mid-2013 taper tantrum, which led to large capital outflows and left the rupee considerably weaker. Since then, however, the Indian economy has made a remarkable turnaround in response to more effective policies and resolution of political uncertainty.

The Indian economy has made a remarkable turnaround since mid-2013. After bottoming at 5.1% in 2012, growth rose steadily, reaching an estimated 7.2% in 2014. At the same time, CPI inflation declined from 10% during 2012-13 to about 5.2% in March 2015, reflecting the tight monetary policy stance, lower global commodity prices, remaining economic slack, as well as government efforts to contain food inflation, which afforded the Reserve Bank of India (RBI) space to lower its policy rate by 50 basis points in early 2015. External vulnerabilities have subsided on the reduction in the Current Account Deficit (CAD) from 4.7% of GDP in 2012 to below 1.5% in 2014, robust capital inflows, and an accompanying build up in reserves. The 2014-15 budget deficit target of 4.1% of GDP was met, helped by the decline in global oil prices and recent deregulation of domestic fuel prices. As a result, India is now better placed to deal with external financial shocks. Nonetheless, challenges remain as growth continues to be constrained by supply-side bottlenecks; previous weak growth and delays in implementing infrastructure projects have placed pressure on banks' asset quality (particularly public sector banks that lent heavily to infrastructure companies); and corporate vulnerability indicators, while showing signs of stabilization, remain elevated.

Important economic reforms have been initiated following the decisive outcome of the 2014 national elections. The new government introduced numerous economic reforms, including deregulating diesel prices and raising natural gas prices, moving to create more flexible labour markets and introduce a goods and services tax, enhancing financial inclusion, and relaxing FDI limits in several key sectors. The RBI has adopted a flexible inflation-targeting framework. These actions have also served to buoy investor sentiment.

Although India's near-term growth outlook has improved, its medium-term prospects remain constrained by longstanding structural weaknesses. With higher political certainty, improved business confidence, reduced external vulnerabilities and lower commodity prices, real GDP growth (on a 2011/12 National Accounts basis) is provisionally estimated at 7.2% in FY 2014-15, accelerating to 7.5% in FY 2015-16. While several recent policy measures have helped ease supply-side constraints, further measures are needed in the energy, mining, and power sectors. Reforms to streamline and expedite land and environmental clearances, increase labour market flexibility, and simplify business procedures should continue to improve India's business climate, which is crucial for sustaining faster and more inclusive growth. (Source: International Monetary Fund)

INFRASTRUCTURE BUSINESS IN INDIA

Growth in infrastructure, based on an index of eight core industries has improved slightly in 2014-15 as compared to 2013-14. The Survey recommends revival of public investment in short term, to act as an engine of growth in infrastructure sector. It argues that public investment cannot be a substitute for private investment; but is required as a complement and to crowd in it.

India could bolster the "Make in India initiative", which requires improving infrastructure and reforming labour and land laws by complementing it with the "Skilling India initiative". This would enable a larger section of the population to benefit from the structural transformation that such sectors will facilitate.

The importance of infrastructure for sustained economic development is well recognized. High transaction costs arising from inadequate and inefficient infrastructure can prevent the economy from realising its full growth potential regardless of the progress on other fronts. Physical infrastructure covering transportation, power and communication through its backward and forward linkages facilitates growth, which has a direct impact on the quality of life. The performance of infrastructure is largely a reflection of the performance of the economy.

OVERVIEW OF THE COMPANY

Your Company is integrated real estate Company poised in developing residential, commercial, retail and other projects. We undertake customized infrastructure projects as well. We also indulge ourselves in to trading of residential and commercial unit and also provide our consultancies for real estate projects. We have also received projects on sub contract basis from various corporate. The company engages in the development, sale and lease of commercial, residential and retail and industrial properties.

Your Company believes that by pursuing Innovative business modes, the businesses can be transformed to create sustainable benefits for all and long term value for our stakeholders. The year has been very good for the Company and is able to deliver what it has planned.

We executed transactions with transparency imbibing knowledge keeping our commitment by building partnerships with our clients and that synchronizes our work with our core values. Our approach is object oriented and therefore, we work with core purposes of providing solutions.

RISK MANAGEMENT

The objective of risk management is to balance the trade off between risk and return and ensure optimum risk adjusted return on capital. The Risk Management Policies related to Financing and Investments are in place and properly documented and reviewed continuously. The processes have been laid down to oversee the implementation of the policies and continuous monitoring of the same.

Our Board level Committees viz. Audit Committee oversees risk management policies and procedures. It reviews the credit and operational risks, reviews policies in relation to investment strategy and other risks like interest rate risk, compliance risk and liquidity risk.

OPPORTUNITIES

With the stable Government in place and infrastructure sector high on its agendas, the Indian Construction industry is poised for growth in medium to long term. To achieve the targeted economy growth, the Government has to spend on the capacity building and infrastructure improvements which will provide huge growth potential for construction industry. India's investment in infrastructure is estimated to double during the 12th plan as comparison with previous plan. Indian government has also planned to build 100 smart cities. This plan would need more PPP's for better and fast execution.

THREATS

Due to low entry barriers, the competition is intense in this industry. There are many small and large regional and national players who are competing with each other. There are also few macro risks like increasing commodity risk, higher interest rates, etc which can impact the sector.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

In any industry, the process and internal control systems play a critical role in the health of the Company. The Company has set up internal control procedures commensurate with its size and nature of the business to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes and corporate policies are duly complied with. The Audit Committee also seeks the views of statutory auditors on the adequacy of the internal control systems in the Company. Internal audit is conducted to access the adequacy of our internal control procedures and processes, and their reports are reviewed by the audit committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls lay down by management and to suggest improvements.

HUMAN RESOURCES:

Human Resource is one of the most important key to success of any Company. Your Company business critically depends on quality of manpower. Your Company poses unique challenges to the Human Resource function. The HR function of your Company has been structured and aligned in line with the business needs and requirements. The Company business is managed by a team of competent and passionate leaders, capable of enhancing your company standing in the competitive market. The Company employees have a defining role in significantly accelerating its growth and transformation, thereby enhancing its position as one of the largest corporate houses. The Company has a structured recruitment process; the focus is on recruiting people who have the right mindset for working, supported by structured training programmes and internal growth opportunities. The Company consistently invests efforts in training and developing its employees, which in turn leads to sustained growth.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis, describing the Company's objectives, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. The actual result may vary materially from those expressed or implied in the statement. Several factors make a significant difference to the Company operation including the government regulation, taxation and economic scenario affecting demand and supply condition and other such factors over which the Company does not have any direct control.

ANNEXURE - 2

CORPORATE GOVERNANCE REPORT

1. The Company's Philosophy on Code of Corporate Governance

In accordance with Clause 52 of the Listing Agreement with BSE SME and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Sunstar Realty Development Limited is as follows:

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors, and the society at large. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of corporate governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

2. Board of Directors

The Board of Directors as on the date consist of Four Directors out of whom 3 (Three) are Non Executive Directors. The Chairman of the Company is Executive Director. The composition of Board is in conformity with Clause 52 of the Listing Agreement entered into with the Stock Exchange. The details of the Board of Directors as on 31st March, 2015 are as under

Name	Category
Ms. Kavita Patel	Whole-Time Director
Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director
Mr. Dipan Patel Jesingbhai	Non-Executive Director
Mr. Yogesh Kumar Rawal	Non-Executive Independent Director

Note: Mr. Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

The following table gives the number of outside directorships and the committee positions held by each of the Directors as on 31st March, 2015.

Name	No of outside Directorship(s) held in Public Limited and Private Limited Companies		No. of Board Committee position held in other Public Limited Companies	
	Private	Public	Chairman	Member
Ms. Kavita Patel	1	-	-	-
Ms. Sonal Jayprakash Bhatt	-	-	-	-
Mr. Dipan Patel Jesingbhai	1	1	2	1
Mr. Yogesh Kumar Rawal	-	-	-	-

Note: Mr Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

3. Board Meetings

The Board held 8(Eight) Meetings during the year 2014-2015 and the gap between two meetings did not exceed 120 days. The dates on which Board Meetings were held were 16th April, 2014, 30th May, 2014, 28th August, 2014, 1st September, 2014, 14th November, 2014, 9th February, 2015, 2nd March, 2015, 9th March, 2015.

Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Directors	No. of Board Meetings Attended	Whether Attended the Last AGM
Ms. Kavita Patel	8	Yes
Ms. Sonal Jayprakash Bhatt	8	Yes
Mr. Dipan Patel Jesingbhai	8	Yes
Mr. Yogesh Kumar Rawal	8	Yes
Mr. Asamanja Deb	4	Yes

Note: Mr Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

The Board ensures compliance of all laws applicable to the company and takes steps to rectify non-compliances, if any.

4. Committees of the Board

a) **Audit Committee**

Composition and Attendance

During the year 2014-2015, 5 (Five) Meetings of the Audit Committee were held on 16th April, 2014, 30th May, 2014, 28th August, 2014, 14th November, 2014, 9th March, 2015.

Name of the Members	Category	Position	No. of Meetings Attended
Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman	5
Mr. Dipan Patel Jesingbhai	Non-Executive Director	Member	5
Mr. Yogesh Kumar Rawal	Non-Executive Independent Director	Member	3
Mr. Asamanja Deb	Non-Executive Independent Director	Member	3

Note:

a) Mr Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors.

The representative of Statutory Auditors attended the meetings of Audit Committee.

The Audit Committee of the Board, inter alia, provides reassurance to the Board on the existence of an effective internal control environment that ensures:

- Efficiency and effectiveness of operations;
- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures;
- Compliance with all relevant statutes.

b) Nomination and Remuneration Committee

Nomination and Remuneration Committee (NRC) was constituted by the Board in terms of reference as were specified in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 52 of the Listing Agreement.

The Committee comprise of the following Directors as on 31st March, 2015:

Ms. Sonal Jayprakash Bhatt... Independent Director

Mr. Dipan Patel Jesingbhai Non-Executive Director

Mr. Asamaja Deb... Independent Director

Mr. Yogesh Kr Rawal... Independent Director

The Key terms of reference of the Nomination and Remuneration Committee under clause 52 of the Listing Agreement are as under:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Term/Tenure

- **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person

who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Remuneration to Director, KMP and Senior Management Personnel:

- Fixed pay:

The Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director/KMP and Senior Management in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- Provisions for excess remuneration:

If any Director/KMP and Senior Management draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

- Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- Stock Options:

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

Details of remuneration paid to directors during the financial year 2014-2015:

Remuneration	Ms. Kavita Patel	Ms. Sonal Jayprakash Bhatt	Mr. Dipan Patel Jesingbhai	Mr. Yogesh Kumar Rawal	Mr. Asamanja Deb
Salary & Benefits	3,00,000	-	-	-	-
Bonus/ performance linked Incentives	-	-	-	-	-
Total	3,00,000	-	-	-	-
No. of Stock Option granted	Nil	Nil	Nil	Nil	NIL

Attendance during the year

The details of Meetings attended by the Directors during the year are given below:

Name of the Members	Category	Position	No. of Meetings Attended
Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman	1
Mr. Dipan Patel Jesingbhai	Non-Executive Director	Member	1
Mr. Asamanja Deb	Non-Executive Independent Director	Member	1
Mr. Yogesh Kr Rawal	Non-Executive Independent Director	Member	1

Note: Mr. Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

c) Stakeholders Relationship Committee

The 'Stakeholders Relationship Committee' was constituted by the Board. The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The committee approves and monitors transfer, transmission, splitting, consolidation, dematerialization and rematerialization of shares. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Committee's composition and the terms of reference meet with the requirements of Clause 52 of the Listing Agreement and provisions of the Companies Act, 2013.

The Committee comprises of the following directors as on 31st March, 2015:

Ms. Sonal Jayprakash Bhatt.... Independent Director

Ms. Kavita Patel....Whole Time Director

Mr.. Yogesh Kr Rawal.... Independent Director

Attendance during the year

The details of Meetings attended by the Directors during the year are given below:

Name of the Members	Category	Position	No. of Meetings Attended
Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman	1
Ms. Kavita Patel	Whole Time Director	Member	1
Mr. Asamanja Deb	Non-Executive Independent Director	Member	0
Mr. Yogesh Kr Rawal	Non-Executive Independent Director	Member	1

Note: Mr Asmanja Deb ceased from Directorship with effect from 21st November, 2014 due to his death.

During the year, the complaints received from the shareholders were resolved.

Outstanding Complaints as on 31st March, 2015 were Nil.

The company has generally attended to the investors' grievances/correspondence within 15 days from the receipt of the same, except in cases that are constrained by disputes or legal impediments.

Shareholders' request for transfer/transmission of equity shares were effected within 15 days from the receipt of the same.

d) Independent Directors Meeting

During the year, separate Meeting of the Independent Directors was held on 9th March 2015, without the attendance of Non-Independent Directors and members of the Management inter alia, to evaluate:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- The quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

5. Compliance Officer

Ms. Preeti Yadav, Company Secretary, is the Compliance Officer for complying with requirements of Company Law, Securities Laws and Listing Agreements with Stock Exchanges and all other law which is applicable to the company.

6. Subsidiary Companies

The Company does not have any Subsidiary companies and hence your company does not require to have an Independent Director of the company on the Board of such Subsidiary.

7. General Body Meetings

a) The Last three Annual General Meetings were held as per the details given below:

Financial Year	Date	Time	Venue
2013-2014	24.09.2014	12.30PM	P.D's Supreme Hospitality Pvt.Ltd., Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali(E), Mumbai-400 101, Maharashtra
2012-2013	16.09.2013	01.00PM	Ismile Building, Regus Business Center, 23 Fort, Ground Floor, Behind Flora Fountain, Churchgate, Mumbai-400 001
2011-2012	29.09.2012	11.00AM	Ismile Building, Regus Business Center, 23 Fort, Ground Floor, Behind Flora Fountain, Churchgate, Mumbai-400 001

8. There was One Extra Ordinary General Meeting held during the financial year 2014-2015.

Date	Time	Venue	Purpose
16.05.2014	11.00AM	Ismail Building, Regus Business Centre, 23 Fort, Ground Floor, Behind Flora Fountain, Churchgate, Mumbai-400 001, Maharashtra.	Appointment of Statutory Auditors to fill casual vacancy.

9. Code of Conduct

A code of Conduct has been laid down for all Board Members and Senior Management of the Company. The same is in line with the requirements of Companies Act, 2013. All the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company. The Code of Conduct is posted on Company's website.

10. Disclosures

- During the year, there were no materially significant related party transactions, i.e. transactions of the Company of material nature with its promoters, their subsidiaries, the Directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large.
- The Company has complied with the requirements of the Stock Exchanges/ SEBI and statutory authorities on all matters related to the capital markets from the period of its Listing at Stock Exchange. No penalty or strictures were imposed on the Company by these authorities.
- The Whole Time Director has certified to the Board in accordance with Clause 52 IX of the Listing Agreement pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2015.
- The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.

- The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- The Company has followed the Accounting Standards laid down by The Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements.
- A certificate from the Whole Time Director on the Financial Statements of the Company was placed before the Board.
- Means of Communication
 - Half-yearly results are published in leading newspapers like The Financial Express (All India Edition) and Mumbai Lakshadweep Edition.
 - The Company has its own website www.sunstarrealtors.com and all vital information relating to the company and its performance including financial results are posted on the website.
 - Management Discussion and Analysis Report forms part of the Director's Report.

11. General Shareholders Information

a) Date, Time and Venue of Annual General Meeting:

The Company will hold its Seventh Annual General Meeting on Monday, 21st September, 2015 at 12.30 PM. at PD's Supreme hospitality Pvt Ltd., Evershine Club, Evershine Millenium Paradise, Thakur village, Kandivali(E), Mumbai-400 101, Maharashtra.

b) Financial Calendar (tentative and subject to change)

The Company expects to announce the half-yearly results for the year 2015-2016, as per the following schedule:

Financial Reporting for the half-year ending 30 th September, 2015	Within 45 days from the end of the half-year ending 30 th September, 2015.
Financial Reporting for the half-year ending 31 st March, 2016	Within 60 days from the end of the year ending 31 st March, 2016.

c) Date of Book Closure

The Company's Register of Members and Share Transfer Book will remain closed from Thursday, 17th September, 2015 to Monday, 21st September, 2015 (both days inclusive).

d) Dividend Payment Date

The Board of Directors has not recommended any dividend for the financial year 2014-2015.

e) Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identification No. (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is CIN: L70102MH2008PLC184142.

f) Listing on Stock Exchanges

The Company's Shares are listed on BSE SME. The requisite listing fees for 2015-16 has been paid in full to the exchange.

g) Stock Code

BSE: 535141

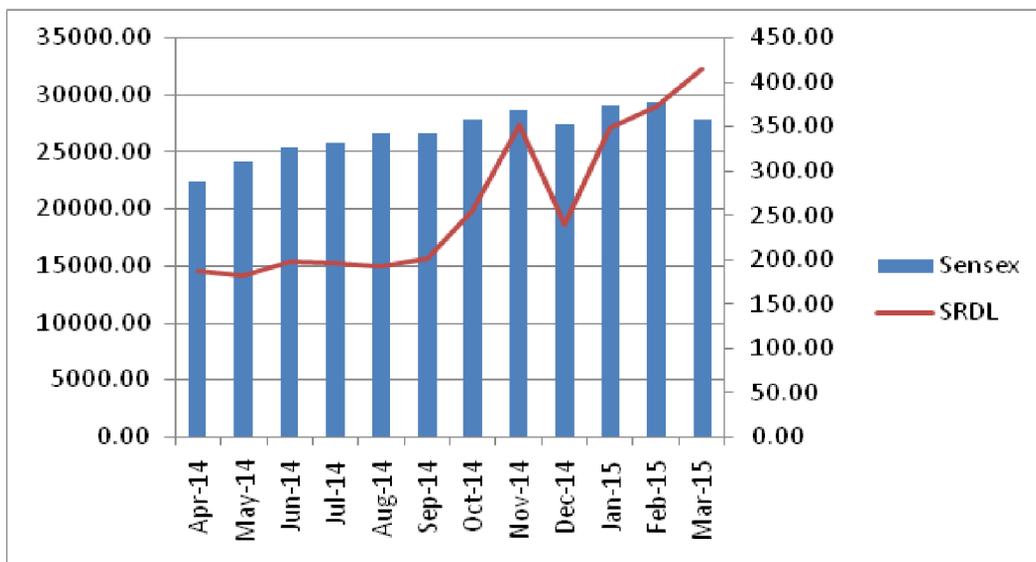
ISIN: INE338O01017

h) Stock Market Data

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2014-2015 on the BSE:

Month	BSE	
	High (Rs)	Low (Rs)
April, 2014	210.75	177.00
May, 2014	205.80	165.05
June, 2014	218.00	169.00
July, 2014	210.00	192.00
August, 2014	200.80	187.60
September, 2014	207.95	190.15
October, 2014	256.00	200.00
November, 2014	361.90	255.85
December, 2014	425.95	240.00
January, 2015	375.00	251.95
February, 2015	390.00	329.00
March, 2015	416.90	355.50

i) Performance in comparison to broad-based indices such as BSE Sensex:



j) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:

M/s. Sharepro Services (India) Pvt. Ltd.
13 AB Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka, Andheri (E),
Mumbai - 400 072.
Tel: 91-22-6772 0300/400, Fax: 91-22-2859 1568
Email: sharepro@shareproservices.com

k) Share Transfer System

The Board has delegated the power of share transfer to Stakeholders Relationship Committee. The Committee holds meeting at regular intervals to consider all matters concerning transfer and transmission of Shares.

l) Secretarial Audit

- M/s Amit Jain & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2014-15. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, Listing Agreements with the Stock Exchanges, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- A Company Secretary in practice carries out a half-yearly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

m) Distribution and Shareholding Pattern

Distribution of shareholding of the Company as on 31st March, 2015:

Range of Equity Shares	No of Shareholders	% of total Shareholders	No. of Shares held	% of Shares held
Up to 500	124	20.77	32312	00.14
501 - 1000	25	04.19	22200	00.09
1001 - 2000	33	05.53	53600	00.23
2001 - 3000	32	05.36	86400	00.37
3001 - 4000	15	02.51	55000	00.23
4001 - 5000	46	07.71	224700	00.95
5001 - 10000	111	18.59	842100	03.57
10001 - 20000	63	10.55	929200	03.93
20001 - 30000	19	03.18	469689	01.99
30001 - 40000	13	02.18	476600	02.02
40001 - 50000	15	02.51	703199	02.98
50001 - 100000	51	08.54	3889600	16.47
100001 & above	50	08.38	15838400	67.05
Total	597	100.00	23623000	100.00

n) Shareholding Pattern of the company as on 31st March, 2015

	Category	No. of Shares held	Percentage of Holding
A	<u>Promoter and Promoter Group</u>		
	<u>1. Indian Promoters</u>		
	i. Individual	35,000	00.15
	ii. Bodies Corporate	44,00,000	18.63
	<u>2. Foreign Promoters</u>	-	-
	<u>Sub Total</u>	44,35,000	18.77
B	<u>Public Shareholding</u>		
	<u>1. Institutional Investors</u>		
	- Mutual Funds & UTI	-	-
	- Banks, Financial Institutions, Insurance Companies	-	-
	- Central Government/State Government(s)	-	-
	- Foreign Institutional Investors	-	-
	<u>2. Non-Institutional Investors</u>		
	- Bodies Corporate	1,30,07,289	55.06
	- Individuals/ HUFs	59,80,711	25.32
	- Any Others	2,00,000	00.85
	<u>Sub Total</u>	1,91,88,000	81.23
C	<u>Shares Held by Custodians and against which Depository Receipts have been issued</u>		
	- Promoter & Promoter Group	-	-
	- Public	-	-
	<u>Sub Total</u>	-	-
	<u>Total (A+B+C)</u>	2,36,23,000	100.00

o) Dematerialization of Securities

The Company's Shares are available for trading in the Depository System at Central Depository Services (India) Limited (CDSL) and National Depository Services Limited (NSDL). The International Security Identification Number (ISIN) allotted to Sunstar Realty Development Limited is INE338O01017. As on 31st March 2015, 99.13 % of the total equity share capital was held in dematerialized form.

p) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument

Company has not issued any GDRs/ ADRs/ Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

q) PAN Requirement

SEBI had vide its circulation no. MRD/DOP/Cir – 05/2009 dated 20-05-2009 made the requirement of PAN Card of all Transferee(s) compulsory in case of all Physical Transfer of Shares.

r) Plant Location

The Company does not have any manufacturing plants.

s) Address for Correspondence

For any assistance, queries, regarding transfer or transmission of shares, dematerialization, non receipt of dividend, on shares, non receipt of share application money, non credit of shares in demat account and any other queries relating to the shares of the Company and Annual Report, the investors may please write to the following :

Registered Office:

M/s Sunstar Realty Development Limited

Office No-107, 1st Floor, Rajshila Premises,
597 J.S.S. Marg, Princess Street Junction,
Mumbai-400 002.

Phone: 022-65341988,

Email: info@sunstarrealtors.com,

Website: www.sunstarrealtors.com

Registrar & Share Transfer Agent

M/s. Sharepro Services (India) Pvt. Ltd.

13 AB Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka, Andheri (E),
Mumbai - 400 072.

Tel: 91-22-6772 0300/400

Fax: 91-22-2859 1568

Email: sharepro@shareproservices.com

t) Compliance Certificate of The Auditors

Certificate from the Company's Auditors, M/s JV Modi & Co., Chartered Accountant, Mumbai (Firm Registration No-137951W) confirming compliance with conditions of Corporate Governance as stipulated under Clause 52 of the Listing Agreement, is attached to this Report.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 30th May 2015

Kavita Patel

Whole-Time Director

CEO/CFO CERTIFICATION UNDER CLAUSE 52 (IX)

To

The Board of Directors

M/s Sunstar Realty Development Limited

- a) I have reviewed financial statements and the cash flow statement of Sunstar Realty Development Limited for the year ended 31st March, 2015 and to the best of my knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. I have not come across any reportable deficiencies in the design of operation of such internal controls.
- d) I have indicated to the Auditors and the Audit committee:
1. that there are no significant changes in internal control over financial reporting during the period;
 2. that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. that there are no instances of significant fraud of which I have become aware.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 30th May 2015

Kavita Patel

Whole-Time Director

AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE

To

The Members of **SUNSTAR REALTY DEVELOPMENT LTD**

We have examined the compliance of conditions of Corporate Governance by **SUNSTAR REALTY DEVELOPMENT LIMITED** ("the company") for the year ended March 31, 2015, as stipulated in Clause 42 of the Listing Agreement (s) of the Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied, in all material respect, with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreements.

We 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.

For JV Modi & Co
(Firm Regn No: 137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821

Place : Mumbai
Date: 30th May, 2015

ANNEXURE - 3

NOMINATION & REMUNERATION POLICY

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 52 under the Listing Agreement. The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f) To devise a policy on Board diversity
- g) To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- a) "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b) "Board" means Board of Directors of the Company.
- c) "Directors" mean Directors of the Company.
- d) "Key Managerial Personnel" means
 - i. Chief Executive Officer or the Managing Director or the Manager;
 - ii. Whole-time director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary; and
 - v. Such other officer as may be prescribed.
- e) "**Senior Management**" means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

- a) **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

b) Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii. Term / Tenure

- Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

c) Policy relating to the Remuneration for the Director, KMP and Senior Management Personnel

i. General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director, KMP and Senior Management Personnel shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director, KMP and Senior Management Personnel.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

ii. Remuneration to Director, KMP and Senior Management Personnel:

• Fixed pay:

The Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director, KMP and Senior Management Personnel in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- **Provisions for excess remuneration:**

If any Director, KMP and Senior Management Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive / Independent Director:

- Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- Stock Options:

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

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;

- j) Recommend any necessary changes to the Board; and
- k) Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) to consider any other matters as may be requested by the Board.
- e) Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE - 4

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st Day of March, 2015

[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,
Sunstar Realty Development Limited

We have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sunstar Realty Development Limited (CIN: L70102MH2008PLC184142) (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of **Secretarial Audit**, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2015** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
5. Foreign Exchange Management Act, 1999 and the Rules and Regulations (Not applicable to the Company during the Audit Period).
6. Other laws applicable to the company as per representation made by the company.

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

- i. The Listing Agreements entered into by the Company with **BSE**.
- ii. Secretarial Standards issued by The Institute of Company Secretaries of India: **Not Yet Notified**

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Subject to the following observations:

1. *That the Company has failed to file MGT-14 for disclosure of Directors' interest in its first board meeting of the financial year and adoption of Audited Financial Results for year ended 31st March, 2014. However, the company has received Form MBP-1 from directors.*
2. *That the Company has amended its article of association by adopting new set of article of association as consonance with new Act but Company failed to file Form MGT-14 for registration of special resolution.*
3. *Few Forms were filed by the Company during the year under review, with the Registrar of Companies in compliance with the provisions of the Act, but with additional fees. The same is reported as compliance by reference of payment of additional fees.*

We further report that:

The Board of Directors of the Company is **duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director**.

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.

Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes.

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

We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, half-yearly financial results under Clause 43 of the Listing Agreement and the annual financial statements, Cost Records/Cost Audit is not applicable to the company. This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

For Amit Jain & Associates
Practicing Company Secretary

Amit Jain
Proprietor
Membership No-35596
Firm Registration No-13254
Date: 30th May, 2015

'Annexure A'

To,
The Members,
Sunstar Realty development Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

For Amit Jain & Associates
Practicing Company Secretary

Amit Jain
Proprietor
Membership No-35596
Firm Registration No-13254
Date: 30th May, 2015

Annexure 5**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2015****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.****I REGISTRATION & OTHER DETAILS:**

i	CIN	L70102MH2008PLC184142
ii	Registration Date	30-Jun-08
iii	Name of the Company	Sunstar Realty Development Limited
iv	Category/Sub-category of the Company	Public Company/Limited by Shares
v	Address of the Registered office & contact details	Office No-107, 1st Floor, Rajshila Premises, 597 J.S.S. Marg, Princess Street Junction, Mumbai-400 002, Maharashtra Email: info@sunstarrealtors.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Sharepro Services (India) Pvt. Ltd. 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SI No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	General Construction	4520	98.81

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL

IV) SHAREHOLDING PATTERN EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year 1st April 2014				No. of Shares held at the end of the year 31st March 2015				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
1) Indian									
a Individuals/ HUF	35,000	-	35,000	0.15	35,000	-	35,000	0.15	-
b Central Govt.	-	-	-	-	-	-	-	-	-
c State Govt.(s)	-	-	-	-	-	-	-	-	-
d Bodies Corporate	4,400,000	-	4,400,000	18.63	4,400,000	-	4,400,000	18.63	-
e Banks/ FI	-	-	-	-	-	-	-	-	-
f Any other (specify)	-	-	-	-	-	-	-	-	-
i. Trusts	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	4,435,000	-	4,435,000	18.77	4,435,000	-	4,435,000	18.77	-
2) Foreign									
a NRI Individuals	-	-	-	-	-	-	-	-	-
b Other Individuals	-	-	-	-	-	-	-	-	-
c Bodies Corporate	-	-	-	-	-	-	-	-	-
d Banks/ FI	-	-	-	-	-	-	-	-	-
e Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
B Public Shareholding									
1) Institutions									
a Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b Banks/ FI	-	-	-	-	-	-	-	-	-
c Central Govt.	-	-	-	-	-	-	-	-	-
d State Govt.(s)	-	-	-	-	-	-	-	-	-
e Venture Capital Funds	-	-	-	-	-	-	-	-	-
f Insurance Companies	-	-	-	-	-	-	-	-	-
g FIs	-	-	-	-	-	-	-	-	-
h Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year 1st April 2014				No. of Shares held at the end of the year 31st March 2015				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2) Non-Institutions									
a Bodies Corporates	2,059,800	300,000	2,359,800	9.99	13,207,289	-	13,207,289	55.91	45.92
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b Individuals	-	-	-	-	-	-	-	-	-
i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh	5,390,200	135,000	5,525,200	23.39	1,769,511	55,000	1,824,511	7.72	(15.67)
ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	10,528,000	775,000	11,303,000	47.85	4,006,200	150,000	4,156,200	17.59	(30.25)
c Others (specify)	-	-	-	-	-	-	-	-	-
i. Non-Resident Indian	-	-	-	-	-	-	-	-	-
ii. Overseas corporate Bodies	-	-	-	-	-	-	-	-	-
iii. Foreign Nationals	-	-	-	-	-	-	-	-	-
iv. Clearing Members	-	-	-	-	-	-	-	-	-
v. Trust	-	-	-	-	-	-	-	-	-
vi. Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2)	17,978,000	1,210,000	19,188,000	81.23	18,983,000	205,000	19,188,000	81.23	(0.00)
Total Public Shareholding (B)= (B)(1) + (B)(2)	17,978,000	1,210,000	19,188,000	81.23	18,983,000	205,000	19,188,000	81.23	(0.00)
C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	22,413,000	1,210,000	23,623,000	100.00	23,418,000	205,000	23,623,000	100.00	(0.00)

ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (1st April 2014)			Shareholding at the end of the year (31st March 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Heaven Petrochem Pvt Ltd	4,400,000	18.63	-	4,400,000	18.63	-	-
2	Dipan J Patel	10,000	0.04	-	10,000	0.04	-	-
3	Ganga Jesingbhai Patel	10,000	0.04	-	10,000	0.04	-	-
4	Jesingbhai Shukarbhai Patel	10,000	0.04	-	10,000	0.04	-	-
5	Kavita D Patel	5,000	0.02	-	5,000	0.02	-	-
	TOTAL	4,435,000	18.77	-	4,435,000	18.77	-	-

Change in Promoters' Shareholding

Sl No	Shareholders Name	Shareholding at the beginning of the year (1st April, 2014)		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	At the beginning of the year Heaven Petrochem Pvt Ltd Dipan J Patel Ganga Jesingbhai Patel Jesingbhai Shukarbhai Patel Kavita D Patel	4,400,000 10,000 10,000 10,000 5,000	18.63 0.04 0.04 0.04 0.02	- - - - -	- - - - -
2.	Date wise Increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment, transfer/ bonus/ sweat equity etc.)				
3.	At the end of the year Heaven Petrochem Pvt Ltd Dipan J Patel Ganga Jesingbhai Patel Jesingbhai Shukarbhai Patel Kavita D Patel	4,400,000 10,000 10,000 10,000 5,000	18.63 0.04 0.04 0.04 0.02	- - - - -	- - - - -

iii) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)-

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
1	Radhey Mohan Properties LLP	200,000	0.85	01.04.2014	No Change during the year			
				31.03.2015			200,000	0.85
2	South Asian Stocks Ltd	192,000	0.81	01.04.2014				
				04.04.2014	53,000	Transfer	245,000	1.04
				11.04.2014	(57,000)	Transfer	188,000	0.80
				18.04.2014	(21,000)	Transfer	167,000	0.71
				25.04.2014	53,000	Transfer	220,000	0.93
				02.05.2014	(18,000)	Transfer	202,000	0.86
				09.05.2014	(57,400)	Transfer	144,600	0.61
				16.05.2014	(23,000)	Transfer	121,600	0.51
				23.05.2014	99,800	Transfer	221,400	0.94
				30.05.2014	39,000	Transfer	260,400	1.10
				06.06.2014	(108,400)	Transfer	152,000	0.64
				13.06.2014	268,400	Transfer	420,400	1.78
				20.06.2014	(37,800)	Transfer	382,600	1.62
				30.06.2014	(11,600)	Transfer	371,000	1.57
				04.07.2014	(79,000)	Transfer	292,000	1.24
				11.07.2014	(101,400)	Transfer	190,600	0.81
				18.07.2014	(113,500)	Transfer	77,100	0.33
				25.07.2014	63,900	Transfer	141,000	0.60
				01.08.2014	(29,600)	Transfer	111,400	0.47
				08.08.2014	(14,600)	Transfer	96,800	0.41
				15.08.2014	(3,000)	Transfer	93,800	0.40
22.08.2014	(24,000)	Transfer	69,800	0.30				
29.08.2014	(42,600)	Transfer	27,200	0.12				
05.09.2014	(13,800)	Transfer	13,400	0.06				
12.09.2014	(6,000)	Transfer	7,400	0.03				
19.09.2014	(6,000)	Transfer	1,400	0.01				
17.10.2014	35,000	Transfer	36,400	0.15				
24.10.2014	6,000	Transfer	42,400	0.18				
31.10.2014	(30,000)	Transfer	12,400	0.05				
21.11.2014	(11,400)	Transfer	1,000	0.00				
05.12.2014	57,800	Transfer	58,800	0.25				
12.12.2014	(6,200)	Transfer	52,600	0.22				
3	Aarti Singal	175,000	0.74	01.04.2014	No Change during the year			
				31.03.2015			175,000	0.74

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		For each of the Top Ten Shareholders	No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares
4	Sanjay Singal	175,000	0.74	01.04.2014	No Change			
				31.03.2015	during the year		175,000	0.74
5	Sanjay Singal(HUF)	175,000	0.74	01.04.2014	No Change			
				31.03.2015	during the year		175,000	0.74
6	Aniket Singal	175,000	0.74	01.04.2014	No Change			
				31.03.2015	during the year		175,000	0.74
7	Sandeep Kumar Bhagat	150,000	0.63	01.04.2014	No Change			
				31.03.2015	during the year		150,000	0.63
8	Kunjbihari Sultania	150,000	0.63	01.04.2014	No Change			
				31.03.2015	during the year		150,000	0.63
9	Rajeev Jain	150,000	0.63	01.04.2014				
				30.06.2014	(25,000)	Transfer	125,000	0.53
				17.10.2014	(50,000)	Transfer	75,000	0.32
				05.12.2014	(75,000)	Transfer	-	-
				31.03.2015			-	-
10	Himanshu Goel	150,000	0.63	01.04.2014				
				30.05.2014	(20,000)	Transfer	130,000	0.55
				13.06.2014	(80,000)	Transfer	50,000	0.21
				25.07.2014	(50,000)	Transfer	-	-
				31.03.2015			-	-
11	Keshavah Mercantile Pvt Ltd	39,000	0.17	01.04.2014				
				11.04.2014	15,000	Transfer	54,000	0.23
				09.05.2014	132,000	Transfer	186,000	0.79
				23.05.2014	64,200	Transfer	250,200	1.06
				30.06.2014	9,000	Transfer	259,200	1.10
				01.08.2014	157,400	Transfer	416,600	1.76
				22.08.2014	57,200	Transfer	473,800	2.01

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year				
		For each of the Top Ten Shareholders	No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company		
12	Nirdesh Trading Pvt. Ltd.	54,000	0.23	12.09.2014	77,600	Transfer	551,400	2.33			
				30.09.2014	31,800	Transfer	583,200	2.47			
				13.02.2015	83,800	Transfer	667,000	2.82			
				06.03.2015	6,000	Transfer	673,000	2.85			
				31.03.2015			673,000	2.85			
				01.04.2014							
				11.04.2014	12,000	Transfer	66,000	0.28			
				18.04.2014	18,000	Transfer	84,000	0.36			
				25.04.2014	3,000	Transfer	87,000	0.37			
				09.05.2014	52,200	Transfer	139,200	0.59			
				16.05.2014	19,200	Transfer	158,400	0.67			
				23.05.2014	33,000	Transfer	191,400	0.81			
				30.05.2014	82,800	Transfer	274,200	1.16			
				06.06.2014	70,200	Transfer	344,400	1.46			
				13.06.2014	107,400	Transfer	451,800	1.91			
				20.06.2014	30,600	Transfer	482,400	2.04			
				30.06.2014	16,800	Transfer	499,200	2.11			
				11.07.2014	28,200	Transfer	527,400	2.23			
				18.07.2014	35,400	Transfer	562,800	2.38			
				25.07.2014	6,000	Transfer	568,800	2.41			
				01.08.2014	28,200	Transfer	597,000	2.53			
				08.08.2014	6,000	Transfer	603,000	2.55			
				15.08.2014	19,200	Transfer	622,200	2.63			
				22.08.2014	12,000	Transfer	634,200	2.68			
				29.08.2014	24,600	Transfer	658,800	2.79			
				05.09.2014	8,400	Transfer	667,200	2.82			
				12.09.2014	5,400	Transfer	672,600	2.85			
				19.08.2014	10,800	Transfer	683,400	2.89			
				30.09.2014	5,400	Transfer	688,800	2.92			
				24.10.2014	1,800	Transfer	690,600	2.92			
30.10.2014	3,000	Transfer	693,600	2.94							
14.11.2014	5,400	Transfer	699,000	2.96							
21.11.2014	5,400	Transfer	704,400	2.98							
05.12.2014	2,400	Transfer	706,800	2.99							
31.12.2014	13,800	Transfer	720,600	3.05							
09.01.2015	9,600	Transfer	730,200	3.09							
16.01.2015	1,800	Transfer	732,000	3.10							
27.03.2015	(100,000)	Transfer	632,000	2.68							
31.03.2015			632,000	2.68							
13	Quickscope Dealers	-	-	01.04.2014							

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year					
		For each of the Top Ten Shareholders	No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company			
14	Pvt. Ltd.			02.05.2014	9,000	Transfer	9,000	0.04				
				09.05.2014	51,000	Transfer	60,000	0.25				
				23.05.2014	30,000	Transfer	90,000	0.38				
				01.08.2014	138,800	Transfer	228,800	0.97				
				22.08.2014	61,800	Transfer	290,600	1.23				
				30.09.2014	215,800	Transfer	506,400	2.14				
				13.02.2015	100,000	Transfer	606,400	2.57				
				06.03.2015	3,200	Transfer	609,600	2.58				
				31.03.2015			609,600	2.58				
	Saktimata Marketing Pvt. Ltd.	63,000	0.27	01.04.2014								
				04.04.2014	9,000	Transfer	72,000	0.30				
				11.04.2014	48,000	Transfer	120,000	0.51				
				18.04.2014	24,000	Transfer	144,000	0.61				
				25.04.2014	6,000	Transfer	150,000	0.63				
				30.05.2014	54,000	Transfer	204,000	0.86				
				06.06.2014	252,600	Transfer	456,600	1.93				
				13.06.2014	8,400	Transfer	465,000	1.97				
				20.06.2014	50,000	Transfer	515,000	2.18				
				14.11.2014	(2,400)	Transfer	512,600	2.17				
				21.11.2014	(10,200)	Transfer	502,400	2.13				
				28.11.2014	(9,000)	Transfer	493,400	2.09				
				05.12.2014	(12,000)	Transfer	481,400	2.04				
				12.12.2014	3,600	Transfer	485,000	2.05				
				19.12.2014	11,400	Transfer	496,400	2.10				
				31.12.2014	(4,200)	Transfer	492,200	2.08				
				02.01.2015	(6,000)	Transfer	486,200	2.06				
				16.01.2015	1,800	Transfer	488,000	2.07				
				23.01.2015	42,600	Transfer	530,600	2.25				
				06.02.2015	20,400	Transfer	551,000	2.33				
				27.03.2015	(30,000)	Transfer	521,000	2.21				
				31.03.2015	5,400	Transfer	526,400	2.23				
				15	Malakar & Das Broking Services Pvt. Ltd.	12,000	0.05	01.04.2014				
								11.04.2014	18,000	Transfer	30,000	0.13
								18.04.2014	9,000	Transfer	39,000	0.17
25.04.2014	72,000	Transfer	111,000					0.47				
02.05.2014	39,000	Transfer	150,000					0.63				
09.05.2014	60,000	Transfer	210,000					0.89				
16.05.2014	34,800	Transfer	244,800					1.04				
23.05.2014	43,800	Transfer	288,600					1.22				

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
16	Keshavah Dealtrade Pvt. Ltd.	45,000	0.19	30.05.2014	31,800	Transfer	320,400	1.36
				06.06.2014	7,200	Transfer	327,600	1.39
				13.06.2014	9,000	Transfer	336,600	1.42
				20.06.2014	9,000	Transfer	345,600	1.46
				11.07.2014	30,600	Transfer	376,200	1.59
				18.07.2014	9,000	Transfer	385,200	1.63
				25.07.2014	9,000	Transfer	394,200	1.67
				01.08.2014	600	Transfer	394,800	1.67
				15.08.2014	13,800	Transfer	408,600	1.73
				29.08.2014	3,600	Transfer	412,200	1.74
				05.09.2014	3,000	Transfer	415,200	1.76
				19.09.2014	3,000	Transfer	418,200	1.77
				17.10.2014	3,600	Transfer	421,800	1.79
				31.10.2014	6,000	Transfer	427,800	1.81
				07.11.2014	3,000	Transfer	430,800	1.82
				14.11.2014	1,800	Transfer	432,600	1.83
				21.11.2014	4,200	Transfer	436,800	1.85
				05.12.2014	3,000	Transfer	439,800	1.86
				12.12.2014	600	Transfer	440,400	1.86
				19.12.2014	2,400	Transfer	442,800	1.87
				31.12.2014	3,600	Transfer	446,400	1.89
				16.01.2015	3,000	Transfer	449,400	1.90
				23.01.2015	2,400	Transfer	451,800	1.91
31.03.2015			451,800	1.91				
17	Pragyan Realty Pvt. Ltd.	3,000	0.01	01.04.2014				
				11.04.2014	12,000	Transfer	57,000	0.24
				23.05.2014	178,800	Transfer	235,800	1.00
				13.06.2014	(115,000)	Transfer	120,800	0.51
				01.08.2014	141,200	Transfer	262,000	1.11
				22.08.2014	70,000	Transfer	332,000	1.41
				30.09.2014	115,800	Transfer	447,800	1.90
				31.03.2015			447,800	1.90
				09.05.2014	9,000	Transfer	12,000	0.05
				01.08.2014	44,800	Transfer	56,800	0.24
22.08.2014	66,600	Transfer	123,400	0.52				
30.09.2014	194,600	Transfer	318,000	1.35				
13.02.2015	100,000	Transfer	418,000	1.77				
06.03.2015	14,000	Transfer	432,000	1.83				
31.03.2015			432,000	1.83				

S. N.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		For each of the Top Ten Shareholders	No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares
18	Madhu Financial Consultant Pvt. Ltd.	-	-	01.04.2014				
				12.09.2014	3,000	Transfer	3,000	0.01
				14.11.2014	21,000	Transfer	24,000	0.10
				28.11.2014	3,000	Transfer	27,000	0.11
				05.12.2014	24,000	Transfer	51,000	0.22
				12.12.2014	54,600	Transfer	105,600	0.45
				19.12.2014	15,000	Transfer	120,600	0.51
				31.12.2014	51,600	Transfer	172,200	0.73
				09.01.2015	16,800	Transfer	189,000	0.80
				16.01.2015	15,600	Transfer	204,600	0.87
				23.01.2015	82,800	Transfer	287,400	1.22
				30.01.2015	58,800	Transfer	346,200	1.47
				06.02.2015	60,000	Transfer	406,200	1.72
				13.02.2015	49,800	Transfer	456,000	1.93
				20.02.2015	141,200	Transfer	597,200	2.53
				27.02.2015	150,000	Transfer	747,200	3.16
				06.03.2015	24,600	Transfer	771,800	3.27
				13.03.2015	18,000	Transfer	789,800	3.34
				20.03.2015	7,200	Transfer	797,000	3.37
				31.03.2015	110,200	Transfer	907,200	3.84
31.03.2015			907,200	3.84				
19	Panchmadhu Projects Pvt. Ltd	12,000	0.05	01.04.2014				
				01.08.2014	74,600	Transfer	86,600	0.37
				22.08.2014	53,200	Transfer	139,800	0.59
				12.09.2014	106,800	Transfer	246,600	1.04
				30.09.2014	10,200	Transfer	256,800	1.09
				13.02.2015	100,000	Transfer	356,800	1.51
				06.03.2015	3,200	Transfer	360,000	1.52
				31.03.2015			360,000	1.52

iv) Shareholding Pattern of Directors and Key Managerial Personnel

Sr. No	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the beginning of the year				
	Dipan J Patel	10,000	0.04	-	-
	Kavita D Patel	5,000	0.02	-	-
2	Date wise Increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment, transfer/ bonus / sweat equity etc.)				
3	At the end of the year				
	Dipan J Patel	10,000	0.04	10,000	0.04
	Kavita D Patel	5,000	0.02	5,000	0.02

V INDEBTEDNESS

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

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of the MD/ WTD/Manager		Total Amount
		Ms. Kavita Patel		
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	300,00.00		300,00.00
2	Stock option	-		-
3	Sweat Equity	-		-
4	Commission as % of profit others (specify)	-		-
5	Others, please specify	-		-
	Total (A)	300,000.00		300,000.00
	Ceiling as per the Act	464,112.00		-

B) Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr.Dipan Patel Jesingbhai	Mr.Yogesh Kumar Rawal	Ms. Sonal Jayprakash Bhatt	
1	Independent Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify	- - -	- - -	- - -	- - -
	Total (1)	-	-	-	-
2	Other Non Executive Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify.	- - -	- - -	- - -	- - -
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				
	Overall Cieling as per the Act.	-	-	-	-

C) Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CEO	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	126,000.00	-	-	126,000.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option				-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	126,000.00	-	-	126,000.00

VII) Penalties/Punishment/Compounding Of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors/ Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

INDEPENDENT AUDITORS' REPORT

To
The Members of
SUNSTAR REALTY DEVELOPMENT LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Sunstar Realty Development Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("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 and cash flow of the company in accordance with the accounting policies generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provision of the Act for safeguarding of 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 prudence; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the adequacy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2015, its profit or loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (" the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the Act; and

- f. With respect to the other matters to be included in the Auditor's Reports in accordance with Rule 11 of the companies (Audit and Auditors) rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- i. The Company does not have any pending litigation which would impact its financial position.
 - ii. The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For JV Modi & Co
(Firm Regn No: 137951W)
Chartered Accountants**

**JV Modi
(Proprietor)
Membership No. 156821**

**Place : Mumbai
Date: 30th May,2015**

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal & Regulatory Requirements of the Independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

- i. a The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- b The company has a regular programme of the physical verification of its fixed assets by which all fixed assets are verified in the phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. a The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- b The procedures for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c The Company is maintaining proper records of inventories. There was no material discrepancies noticed on verification between the physical stock and the book records.
- iii. The Company has not granted any loans secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act , 2013
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of the business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- v. According to the information and explanations given to us, the company has not accepted any deposits from the public during the year and accordingly the question of complying with section 73 and 76 of the Companies Act 2013 does not arise.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the Company.
- vii. a According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees State Insurance, Income- tax, Sales tax, Wealth tax, Service tax, Duty of excise, Value added tax and any other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
- b According to the information and explanations given to us, no undisputed amounts payable in respect the dues of Provident fund, Employees State Insurance, Income-

tax, Sales tax, Wealth tax, Service tax, Duty of excise, Value added Tax and any other material statutory were in arrears, as at 31st March 2015, for a period of more than six months from the date they became payable.

- c According to the information and explanations given to us there was no amount which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the companies Act, 1956 and rules framed there under.
- viii. The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year covered by our Audit and in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the company did not have any outstanding dues to any bank or financial institution or debenture holders.
- x. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. According to the information and explanations given to us the Company has not taken any term loan during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For JV Modi & Co
(Firm Regn No: 137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821

Place : Mumbai
Date: 30th May,2015

SUNSTAR REALTY DEVELOPMENT LIMITED
BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rs)

	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	3	23,62,30,000	23,62,30,000
Reserves & Surplus	4	21,03,88,083	20,39,74,061
		<u>44,66,18,083</u>	<u>44,02,04,061</u>
Non-Current Liabilities			
Deferred Tax Liability		10,064	4,840
		<u>10,064</u>	<u>4,840</u>
Current Liabilities			
Short Term Borrowings	5	1,96,00,000	2,35,00,000
Trade Payables	6	27,02,700	3,57,71,622
Other Current Liabilities	7	93,95,316	1,05,82,940
Short Term Provisions	8	68,79,158	40,16,171
		<u>3,85,77,174</u>	<u>7,38,70,733</u>
TOTAL		<u>48,52,05,321</u>	<u>51,40,79,634</u>
ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	9	4,18,672	78,061
Long Term Loans and Advances	10	40,89,53,890	33,14,13,383
		<u>40,93,72,562</u>	<u>33,14,91,444</u>
Current Assets			
Inventories	11	25,00,000	25,00,000
Trade Receivables	12	71,42,693	5,76,72,985
Cash and Cash Balances	13	35,27,847	36,24,769
Short Term Loans and Advances	14	6,26,62,219	11,87,90,435
		<u>7,58,32,759</u>	<u>18,25,88,189</u>
TOTAL		<u>48,52,05,321</u>	<u>51,40,79,634</u>

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

As per our Annexed Report of even date.

For JV Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821

Place : Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Whole Time Director Director

Company Secretary

SUNSTAR REALTY DEVELOPMENT LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015****(Amount in Rs)**

	Notes	As at 31.03.2015	As at 31.03.2014
INCOME			
Revenue from Operations		18,27,62,009	17,32,67,449
Other Income		22,01,178	1,84,331
Total Income		18,49,63,187	17,34,51,780
EXPENDITURE			
Purchase		66,31,200	-
(Increase)/Decrease in Inventories	15	-	-
Operational Expenses		16,29,97,804	15,55,03,686
Employees Benefit Expenses	16	10,81,641	9,05,829
Finance Cost	17	5,24,591	96,876
Depreciation		83,435	13,546
Other Expenses	18	43,62,283	73,03,073
Total Expenses		17,56,80,954	16,38,23,010
Profi Before Tax		92,82,233	96,28,770
Tax Expense:			
Current Tax		28,62,987	29,72,976
Deferred Tax		5,224	3,483
Profit for the period		64,14,022	66,52,311
Earnings per equity share:			
Basic & Diluted		0.27	0.32

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

As per our Annexed Report of even date.

For JV Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821

Place : Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Whole Time Director Director

Company Secretary

SUNSTAR REALTY DEVELOPMENT LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

(Amount in Rs)

Particulars	For the year ended 31.03.2015		For the year ended 31.03.2014	
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>				
Net Profit before Tax for the year		9,282,233		9,628,770
Adjustments for :				
Less : Interest Received on Loan	-		-	
Add : Depreciation	83,435		13,546	
Misc. Expenditures w/off	-	83,435	-	13,546
Operating Profit before Working Capital change		93,65,668		96,42,316
<u>Adjustments for (increase) / decrease in operating Assets</u>				
Inventories	-		-	
Trade receivables	5,05,30,292		(5,63,18,100)	
Short-term loans and advances	5,61,28,216		(5,62,21,636)	
Long-term loans and advances	(7,75,40,507)		(11,64,98,240)	
Other current assets	-		-	
Other non-current assets	-	2,91,18,001	-	(22,90,37,976)
<u>Adjustments for increase / (decrease) in operating Liabilities</u>				
Short-term Borrowings	(39,00,000)		(1,48,20,000)	
Trade Payable	(3,30,68,922)		3,57,71,622	
Other current liabilities	(11,87,624)		39,80,818	
Other Non-current liabilities	-		-	
Other long-term liabilities	-		-	
Long-term provisions	-	(3,81,56,546)	-	2,49,32,440
Cash Generated From Operations		3,27,123		(19,44,63,220)
Income Tax (paid)/ Refund		-		-
NET CASH FROM OPERATING ACTIVITIES Total (A)		3,27,123		(19,44,63,220)

(Amount in Rs)

Particulars	For the year ended		For the year ended	
	31.03.2015		31.03.2014	
<u>CASH FLOW FROM</u> <u>INVESTING ACTIVITIES</u>				
Investments (Purchased)/Sold	-		-	
Fixed Assets (Purchased)/Sold	(4,24,046)		(41,986)	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		(4,24,046)		(41,986)
<u>CASH FLOW FROM</u> <u>FINANCING ACTIVITIES</u>				
Issue of Equity Capital	-		3,64,50,000	
Share Premium	-		14,54,85,000	
Interest Received on Loan	-		-	
Loan Given	-		-	
Preliminary Expenses Paid	-		-	
NET CASH FROM FINANCING ACTIVITIES Total (C)		-		18,19,35,000
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(96,923)		(1,25,70,206)
Cash and Cash Equivalents — Opening Balance		36,24,769		1,61,94,976
Cash and Cash Equivalents — Closing Balance		35,27,846		36,24,769
Note: Previous year's figures have been regrouped/ rearranged wherever considered necessary.				

As per our Report of even date.

For JV Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Whole Time Director Director

Company Secretary

Notes to Financial Statements:

1 Corporate Information:

Sunstar Realty Development Limited is a public company registered in India and incorporated under the provisions of the Companies Act, 1956. The company is listed on SME segment of BSE Ltd. The company is engaged mainly in the business of real estate.

2 Significant Accounting Policies:

2.1 Basis of preparation:

The Financial Statements have been prepared in accordance with the generally accepted accounting principles ('GAAP') applicable in India. The Company has prepared these financial statements to comply in all material respects with the provisions of the Companies Act, 2013 ('the Act') and accounting standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements are presented in Indian Rupees.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

2.2 Use of Estimates:

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made by management that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

2.3 Revenue Recognition:

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Prompt payment rebate and overdue charges are determined and accounted for on termination of the contracts.

2.4 Fixed Assets and Depreciation:

Tangible Assets are stated at cost (or revalued amount as the case may be) less accumulated depreciation and accumulated impairment losses if any. Cost comprises purchase price and any other attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standards of performance.

Gain or loss arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on fixed assets is provided on written down value method (WDV) at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013. The details of the estimated life of each category of asset are as under

S.No	Asset	Useful Life (Years)
1	Computer	3
2	Furniture & Fixtures	10

Intangible assets are amortized over their estimated useful life on a straight line basis.

2.5 Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long- term investments. All other investments are classified as non- current investments. Current investments are carried at lower of cost and market price determined category- wise. All non – current investments are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognize a decline, on an individual basis.

2.6 Impairment:

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal/external factors. Where the carrying value exceeds the estimated recoverable amount, provision for impairment is made to adjust the carrying value to the recoverable amount. The recoverable amount is the greater of the assets estimated net realizable value and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an appropriate discounting rate. If at the Balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost.

2.7 Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as an expense in the period in which they are incurred.

2.8 Inventories

Stock in trades are valued at cost.

2.9 Cash Flow Statement:

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

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

2.10 Employee Benefits:

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

2.11 Taxation:

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with relevant provisions of Income Tax Act, 1961.

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of Minimum Alternate Tax (MAT) under the Income Tax Act, 1961, the Company recognizes MAT credit as an asset only when and to the extent there is convincing evidence that the Company will be liable to pay normal income tax during the specified period.

Deferred tax charge or credit and correspondingly deferred tax liability or asset is recognized using tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In the event of unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount i.e. reasonable/virtually certain (as the case may be) to be realized.

2.12 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized only when there is a present obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the company or (ii) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the financial statements.

2.13 Earnings per Share:

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.14 Segment Reporting:

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments.

Segment revenue and segment results include transfers between business segments. Such transfers are accounted for at the agreed transaction value and such transfers are eliminated in the consolidation of the segments.

Expenses that are directly identifiable to segments are considered for determining the segment result. Expenses, which relate to the company as a whole and are not allocable to segments, are included under unallocated corporate expenses.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

SUNSTAR REALITY DEVELOPMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE 3: SHARE CAPITAL		
<u>Authorised</u>		
2,50,00,000 (2,50,00,000) Equity Shares of Rs.10 each	<u>25,00,00,000</u>	<u>25,00,00,000</u>
<u>Issued, Subscribed and fully paid up</u>		
236,23,000 (236,23,000) Equity Shares of Rs.10 each fully paid up in cash	<u>23,62,30,000</u>	<u>23,62,30,000</u>
TOTAL	<u>23,62,30,000</u>	<u>23,62,30,000</u>

3A. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31.03.2015 Nos.	As at 31.03.2014 Nos.
Outstanding at the beginning of the year	2,36,23,000	1,99,78,000
Issued during the year	-	<u>36,45,000</u>
Outstanding at the end of the year	<u>2,36,23,000</u>	<u>2,36,23,000</u>

3B. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
	Nos.	% of Holding	Nos.	% of Holding
Equity Shares of Rs 10 each fully paid up Heaven Petrochem Pvt Ltd	44,00,000	18.63	44,00,000	18.63

3C. Terms / Rights attached to the Equity Shares

The Company has only one class of equity shares having par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

SUNSTAR REALITY DEVELOPMENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE 4. RESERVES & SURPLUS		
a) Securities Premium Account		
Balance at the beginning of the year	19,49,69,716	4,94,84,716
Add : Premium on Shares Issued during the year	-	14,58,00,000
Less: Share Issue Expenses	-	3,15,000
Balance at the end of the year	19,49,69,716	19,49,69,716
b) Surplus in Statement of Profit & Loss		
Balance at the beginning of the year	90,04,345	23,52,034
Add: Net Profit for the current year	64,14,022	66,52,311
Balance at the end of the year	1,54,18,367	90,04,345
Balance at the end of the year	21,03,88,083	20,39,74,061
NOTE 5. SHORT TERM BORROWINGS		
Unsecured Short-Term Borrowings		
From Body Corporate	1,96,00,000	2,35,00,000
TOTAL	1,96,00,000	2,35,00,000
NOTE 6. TRADE PAYABLES		
Due to others	27,02,700	3,57,71,622
TOTAL	27,02,700	3,57,71,622
NOTE 7. OTHER CURRENT LIABILITIES		
Liabilities for Expenses	7,46,438	7,02,861
Other Payables	28,95,058	45,20,000
Satutory Dues	57,53,820	53,60,079
TOTAL	93,95,316	1,05,82,940
NOTE 8. SHORT TERM PROVISIONS		
Provision For Income Tax		
Opening Balance	40,16,171	10,43,195
Add During the Year	28,62,987	29,72,976
TOTAL	68,79,158	40,16,171

SUNSTAR REALITY DEVELOPMENT LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

9. FIXED ASSETS

TANGIBLE ASSET

(Amount in Rs.)

Particulars	Gross Block			Depreciation			Net Block	
	As on 01.04.2014	Additions during the year	Sale Proceeds	As at 31.03.2015	As on 01.04.2014	Dep. For the Year	As at 31.03.2015	As at 31.03.2014
Computer	63,986	220,500	-	284,486	10,696	64,065	209,725	53,290
Furniture	31,400	203,546	-	234,946	6,629	19,370	208,947	24,771
TOTAL	95386	424046	-	519432	17,325	83435	418672	78061
Previous Year	53,400	41,986	-	95386	3,778	13,546	78,061	49,622

SUNSTAR REALITY DEVELOPMENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE 10. LONG TERM LOANS AND ADVANCES		
Loans and Advances		
Unsecured, Considered Good		
Capital Advances	38,16,23,624	32,92,23,117
Loans Given	2,51,40,000	-
Security Deposit		
Unsecured, Considered Good	21,90,266	21,90,266
TOTAL	<u>40,89,53,890</u>	<u>33,14,13,383</u>
NOTE 11. INVENTORIES		
Land	25,00,000	25,00,000
TOTAL	<u>25,00,000</u>	<u>25,00,000</u>
NOTE 12. TRADE RECEIVABLES		
Unsecured, Considered Good		
Outstanding for More than Six months	71,42,693	13,54,885
Others	-	5,63,18,100
TOTAL	<u>71,42,693</u>	<u>5,76,72,985</u>
NOTE 13. CASH & CASH BALANCES		
Balances with Bank		
In Current Account	20,39,744	33,60,822
Cash on hand	14,88,103	2,63,947
TOTAL	<u>35,27,847</u>	<u>36,24,769</u>
NOTE 14. SHORT TERM LOANS & ADVANCES		
Loans & Advances		
(Unsecured , Considered Good)		
Advances Recoverable in Cash or in kind or value to be received	5,34,81,764	11,35,72,000
Deposits		
(Unsecured , Considered Good)		
Rent Deposit	17,000	11,000
Balance with Revenue Authorities	91,63,455	52,07,436
TOTAL	<u>6,26,62,219</u>	<u>11,87,90,436</u>

SUNSTAR REALITY DEVELOPMENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rs)

Particulars	As at 31.03.2015	As at 31.03.2014
NOTE 15. INCREASE/ DECREASE IN INVENTORIES		
Inventories at the end of the period (A)	25,00,000	25,00,000
Inventories at the beginning of the period (B)	25,00,000	25,00,000
TOTAL (B) -(A)	-	-
NOTE 16. EMPLOYEES BENEFIT EXPENSES		
Salaries, Wages & Bonus	9,82,900	8,18,800
Staff Welfare	98,741	87,029
TOTAL	10,81,641	9,05,829
NOTE 17. FINANCE COST		
Interest Paid	5,24,591	96,876
TOTAL	5,24,591	96,876
NOTE 18. OTHER EXPENSES		
Advertisement Expenses	4,924	33,307
Registrar Expenses	30,000	-
Annual Listing Fees	4,33,364	3,52,531
Audit fees	12,500	12,500
Bank Charges	11,455	13,983
Computer expenses	14,873	-
Connectivity Charges	1,01,000	1,16,894
Conveyance	57,165	49,482
General Expenses	1,60,276	84,566
Market Making Fees	3,60,000	3,60,000
Postage & Courier	23,388	1,02,157
Printing & Stationery	1,38,214	1,03,347
Professional Fees	26,68,868	45,52,927
Rent, Rates & Taxes	2,64,100	13,09,253
Repairs and Maintainces	40,797	1,27,333
Tax Audit Fees	2,500	2,500
Telephone Expenses	27,850	23,792
Travelling Expenses	11,009	58,501
TOTAL	43,62,283	73,03,073
Payment to Auditors		
Audit Fees	12,500	10,000
Tax Audit Fees	2,500	2,500
	15,000	12,500

19. Related Party Transactions

Nature of Relationship	Name of the Related Party
Key Managerial Personnel	Ms Kavita Patel
Key Managerial Personnel	Ms Preeti Yadav

Payment to Key Managerial Personnel

Name	Relationship	Year Ending	Year Ending
		March 31, 2015	March 31, 2014
Ms Kavita Patel	Key Managerial Personnel	3,00,000	2,70,000
Ms Preeti Yadav	Key Managerial Personnel	1,26,000	1,11,000

20. Earning Per Shares as per Accounting Standard 20

Particulars	Year Ending	Year Ending
	March 31, 2015	March 31, 2014
Profit after Tax	64,14,022	66,52,311
Weighted Average number of Equity Shares used as denominator for calculating EPS	23,62,30,000	2,09,36,685
Basic Earnings per Share of Rs10/- each	0.27	0.32
Potentially dilutive shares	Nil	Nil
Diluted Earnings per share of Rs10/- each	0.27	0.32

21. Contingent Liabilities : Nil (Previous Year : Nil)

22. Deferred Tax

In accordance with accounting standard AS-22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has recognised a net deferred tax liability as below

Particulars	Year Ending	Year Ending
	March 31, 2015	March 31, 2014
WDV as per Companies Act	4,18,672	78,061
WDV as per Income Tax Act	3,86,101	62,397
Deferred Tax Liability	10,064	4,840

23. Earning/Expenditure in Foreign Currency : Nil (Previous Year Nil)
24. As informed there are no dues to Micro Small and Medium Enterprises as on 31st March, 2015.
25. The Previous year's figures have been regrouped, reclassified or rearranged wherever necessary.

For JV Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

JV Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Whole Time Director Director

Company Secretary