<u>Name your Company</u>

Directors' Report

To the Members,

Your Directors have pleasure in submitting their ________ Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

Particulars	Year Ending March, 2015	Year Ending March, 2014
	Amt. in ₹	**Amt. in ₹**
Sales		
Other Income		
Total Income		
Less: Expenditure		
Profit/ (Loss) before Interest, depreciation and Tax		
Less: Interest		
Less: Depreciation & Amortization Cost		
Profit/ (Loss) before Tax		
Less: Tax Expense		
Profit/ (Loss) after Tax		
Add: Profit/ (Loss) Brought Forward		
Less: Prior year Tax liability		
Less: Prior year adjustments		
Amount available for Appropriation/ (Loss)		

DIVIDENDS

In the month of …………the Company declared an Interim Dividend of ₹……per share. Your Directors are pleased to recommend a final dividend of ₹……per share aggregating to ₹…..per share (both inclusive interim and final) for the current financial year. The dividend if approved and declared in the forthcoming Annual General meeting would result a total Dividend outflow of ₹………and Dividend Distribution Tax of ₹…… aggregating a total outflow of ₹…………..

OR

Your Directors are pleased to recommend a dividend of ₹…per share aggregating to ₹…..per share for the current financial year. The dividend if approved and declared in the forthcoming Annual General meeting would result a Dividend outflow of ₹………and dividend Distribution Tax of ₹…… aggregating a total outflow of ₹…………..

OR

Since the company has not earned sufficient profits in the financial year ended 31.03.2015, hence no dividend was declared and paid by the company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year…………is due for remittance on…………..to the Investor Education and Protection Fund established by the Central Government.

OR

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

OR

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors wish to present the details of Business operations done during the year under review:

A. Production and Profitability
B. Sales
C. Marketing and Market environment
D. Future Prospects including constraints affecting due to Government policies

OR

During the period under review your company has made a profit of` ₹ ___________ before making provision for Income tax amounting to ₹ ____________ for the current year, thus a net credit balance of ₹ __________ has been transferred to Reserve & Surplus A/c for the current period and thus an amount of ₹______________ has been carried over.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

OR

The following material changes and commitment occurred during the year under review affecting the financial position of the Company.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure…….and is attached to this report.

OR

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

OR

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. The total Foreign Exchange Inflow was ₹…………….and Outflow was ₹…………………..during the year under review.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has adopted the following measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

a)
b)
c)
d)

OR

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

OR

The Company has developed and implemented the following Corporate Social Responsibility initiatives during the year under review.

OR

The Annual Report on Company's CSR activities of the Company is furnished in Annexure…. and attached to this report.

OR

The Company has made the relevant provisions for CSR activities in the Books of Accounts and has deposited the money in a separate Bank Account. The Company shall find out ways and means to spend the same in the coming months and shall submit the relevant report in the ensuing year. The Company could not spend the money before finalizing this report as the time was too short to identify suitable projects for spending the same.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees or investments made under Section 186 are furnished in Annexure ….. and is attached to this report.

OR

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable. .

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 186 are furnished in Annexure…..and are attached to this report.

OR

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report in not applicable to the Company.

OR

There was no qualifications, reservations or adverse remarks made by the either by the Auditors or by the Practicing Company Secretary in their respective reports.

OR

The explanations /comments made by the Board relating to the qualifications, reservations or adverse remarks made by the Auditors in their report are furnished Annexure … and is attached to this report. The provisions relating to submission of Secretarial Audit Report in not applicable to the Company.

OR

The explanations /comments made by the Board relating to the qualifications, reservations or adverse remarks made by the Auditors and the Practicing Company Secretary in their respective reports are furnished Annexure …. and …. are attached to this report.

OR

The explanations /comments made by the Board relating to the qualifications, reservations or adverse remarks made by the Auditors in their report are furnished Annexure …. and is attached to this report. There were no adverse comments, qualifications or reservations or adverse remarks in the Secretarial Audit Report.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

OR

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure …. and are attached to this report

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure "_____" and is attached to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had ____ Board meetings (*minimum 4) during the financial year under review.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

OR

The details of financial performance of Subsidiary/ Joint Venture/Associate Company are furnished in Annexure …. and attached to this report.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

OR

The details of deposits accepted/renewed during the year under review are furnished hereunder:-

SL.NO	PARTICULARS	AMOUNT IN RS
A.	Amount accepted during the year	
B.	Amount remained unpaid or unclaimed as at the end of the year	
C.	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	

DIRECTORS

There was no Director who got re-elected/reappointed during the year under review. Mr………………who was appointed as Additional Director on ……………and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment.

OR

Mr……………and Mr…………………..retire at this Annual General Meeting and being eligible offer themselves for re- election.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

OR

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

STATUTORY AUDITORS

M/s ___________________________, Chartered Accountants, *(Please specify address)* were appointed as Statutory Auditors for a period of _______ year(s) in the Annual General Meeting held on ___________. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Statement showing the details regarding the development and implementation of Risk Management Policy of the Company is furnished in Annexure…. and attached to this report. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

OR

The Audit Committee consists of the following members:-

A.
B.
C.

The above composition of the Audit Committee consists of independent Directors viz., Mr……………… and Mr………….. who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

SHARES

a. The Company has not bought back any of its securities during the year under review.
b. The Company has not issued any Sweat Equity Shares during the year under review.
c. No Bonus Shares were issued during the year under review.

OR

a. The Company has bought back ………….equity shares of ₹…..each for a total consideration of ₹……………in accordance with the provisions of Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014. The said buy back of shares constituted ……% of the total paid up Capital and free reserves.
b. The Company has issued ……….Equity of Shares of ₹…..each as Sweat Equity in accordance with the provisions of Section 54 of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014
c. The Company has not issued any Sweat Equity Shares during the year under review.

EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

OR

The Company had issued ……….Equity Shares of ₹ 10/- aggregating to ₹……………under the Employees Stock Option Plan during the year under review.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Director **Director**

Date:
Place: