: DISCLAIMER :

This write-up and attachment is **NOT** a professional advice. This one is for educational sharing purpose only and myself/caclubindia will not be responsible for any incorrectness/error in it. Readers are requested to read the companies act,2013, amendments and rules framed there under, MCA notification/circular and so-on. The name, place, DIN inter-alia details mentioned in the attachment are imaginary and will not indicate a real one. Readers are requested to ignore such unimportant things. The RPT details mentioned here under is limited and **not elaborated one**. Kindly refer the CA,2013 and rules, amendments to get full details.

Related Party Transaction Tips / Notes (particularly AS-18) Loan given by RPT to company :

Loan to company from the director/relative of Director/shareholder by his owned funds are 100% permit to private limted companies.but During the time of give the money through cash/cheque/DD/IMPS/RTGS, they need to give a Declaration in writing that money is not given out of borrowed funds and company will disclose it in the Board's report either by Annexure/notes/report. Further note that Director, Relative of Director and shareholder can deposit loan but RELATIVE OF SHARE HOLDER cannot deposit. They will be treated as "public". Private Ltd. companies can't get money from public.

****

DECLARATION FORMAT

[Pursuant to Rule 2(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014]

To:

........................Private Limited,
Address :..............................

I, …………………., S/o……………………………, aged, residing at ……………………………………, acting in the capacity of Director of M/s…………………………………… do hereby solemnly declare that I have lent Rs. ……………/- (Rs................) as unsecured loan @ interest of …..% per annum (or) without any interest accrued to the Company and the said amount of money/out of the said amount of money rupees………………… /- (Rs.......) has been given out of my own funds and is not being given out of funds acquired by me by borrowing or accepting loans or deposits from others.

I declare that i am giving this amount Rs....... through DD/Cheque/IMPS/NEFT for the urgent requirement of business need and for the welfare of the company in good-effort basis only and i agree to get back this amount after THREE years without any interest accrued (or) without any other benefit.

Place: Signature :
Date: Name :

****

NOTE :

12.5 % is permitted as interest accrued for said loan given by RPT and the minimum period of deposit is 6 months and maximum Three Years.

As per Chapter V, Rule 2(1) (c) (VII), any amount received by a Company from a person who, at the time of the receipt of the amount, was not a Director of the Company but was member of the Company will not be considered as deposit, Because Private Companies are allowed to accept Deposits from the members upto 100% of Paid up Share Capital and Free Reserves. Board approval is necessary to accept the loan from RPT.

If it exceed the limit of 100% paidup capital + Freereserve, then the resolution should be placed before the General Meeting either AGM or EGM to get approval from members. Notice of AGM/EGM should explain the details in Explanatory Statement.

Disclosure as per Accounting Standards 18 consists of name of related party; nature of relationship; nature of the transaction; amount of transaction volume of the transaction; any other elements necessary for understanding the financial statements; amounts written off or written back.

Loan provided by RPT need not enter in AOC-2 since AOC-2 come under the purview of Section 188 which is not applicable for Loan / advances received from Directors/relative of Directors/members. Instead this kind of Related Party Transaction come under the purview of AS-18 and the same should be disclose in Board Report as Annexure. (Attached)

AOC-2 deals with section 188 RPT only which are categorized as below 7 categories :

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods,materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

Loan given by directors/members are NOT covering the above category. But the same is covering in AS-18. So, instead of disclosing the details in AOC-2, we have the option to disclose the AS-18 details in separate Annexure (or) it can be included in OTHER DISCLOSURE in Board Report itself.

Reference / Source :
Page:32 of Guidance Note on RPT, ICSI, March, 2019, Companies Act, 2013 & internet search

My Thanks to :

Caclubindia, Microsoft, Google, bing, rediff india, live mint, economic times & Google Group csmysore.

Attached File :

Format of Director' Report along with AOC-2, Disclosure under AS-18

: Author :
Advocate Kasthuri Rangan.

11th

Annual Report

FY : 2018-19

11th

Annual General Meeting

DATE :

27-Sep-2019

TIME :

11:00 A.M

VENUE :

………………

………………

………………

Route Map

DIRECTORS' REPORT

In pursuant to Section 92 and 134 of CA,2013 read with Companies (Amendment) Act, 2017 and Rule 8(A) of Companies (Accounts) Rules, 2014 and Secretarial Standard-4 on Report of Board of Directors (with effect from 01/10/2018 by ICSI)

To:

The Members,
.... Private Limited

- Your Directors are pleased to present the 11th Annual Report together with the Audited Statement of Accounts and the Auditors' Report of our company for the financial year ended, 31st March, 2019.

- The Company has posted better operational and financial performance for the year under review, which has happened due to the commitment and untiring efforts of management & employees.

- Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

1. COMPANY SPECIFIC INFORMATION :

BOARD OF DIRECTORS	STATUTORY AUDITORS
.... Managing Director DIN : 00000000 .... Director (Executive -WT) DIN : 00000001 .... Director DIN : 00000002	Name : Address : FRN :

BANKERS TO THE COMPANY	REGISTERED OFFICE
CITY UNION BANK Branch Name : City : RAT BANK Branch Name : City :	Address : Phone : E-mail : Website :

■ **FINANCIAL SUMMARY & HIGHLIGHTS :**

The summarized financial results for the year ended 31st March, 2019, as compared to the previous financial year is summarized as below are as under :

in (₹) in (₹)

Sl. No	PARTICULARS	Current Year 31-03-2019			Previous Year 31-03-2018	
		Rs.	Pe.		Rs.	Pe.
(i)	Revenue from operations					
(ii)	Other Income					
(iii)	**Total Income / Revenue**					
(iv)	Less : Finance Cost					
(v)	Less : Depreciation & Amortization					
(vi)	Less : Other Expenses					
(vii)	**Total Expenditure / Expenses**					
(viii)	Profit Before Tax & Exceptional Items					
(ix)	Exceptional Items					
(x)	**Profit Before Tax**					
(xi)	Current Tax					
(xii)	Deferred Tax					
(xiii)	**Profit After Tax**					
(xiv)	**Earning Per Equity Share**					
	(i) Basic					
	(ii) Diluted					

■ REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECT :

The highlights of the Company's performance are as under :

☞ During the year under review, the management focus has been on expansion, with priority given to strengthening of infrastructure and re-engineering of business processes to enable the company to face the challenges arising from changes in the regulatory environment, increased competition etc.

☞ The company has two projects in the city for which construction is on-going.

☞ For the Financial Year ended 31st March 2019, our Company recorded the revenue of **Rs………………/-** (Rupees ………………………………..only) over the previous year income of **Rs. …………… /-** (Rupees ……………………… only).

☞ For the Financial Year ended 31st March 2019, our company earned the profit of **Rs. …………………… /-** (Rupees ……………………………………………………………….only) over the previous year profit of **Rs. ………. /-** (Rupees ……………………………………. only)

☞ The EPS have increased to Rs………. over the previous year EPS of Rs. …… /-

☞ The increase in revenue, net profit and EPS as mentioned above are accredited to increase in turnover in comparison to the last financial year.

☞ The above results are a clear sign of well-improvement of the company's growth and our company is confident to earn more and more revenue & profit in near future.

- **AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO RESERVES**

The company has a closing balance of Rs………….. /- (Rupees …………………..only) as Reserve and Surplus as on 31st March 2019. The bifurcation of Reserve and Surplus are as follows :

Particulars	as at 31st March, 2019	as at 31st March 2018
Opening Balance		
Add : Profit for the year		
Closing Balance		

- **DIVIDEND**

No dividend declared and paid for this year under review. Therefore, the provisions of Section 125(2) of the Companies Act, 2013 do not apply.

- **STATEMENT OF COMPANY AFFAIRS :**

The Company is engaged in the business of infrastructure developers, builders and contractors and other construction related activities. The Management of the company is making its sincere efforts to increase the volume of business in their best efficient manner.

- **CHANGES IN NATURE OF BUSINESS OF THE COMPANY :**

There has been no change in the business of the Company during the financial year ended 31st March, 2019.

- **MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR & TILL THE DATE OF REPORT :**

There are NO material changes and commitments, affecting the nature of business of the company and/or financial position of the company.

2. GENERAL INFORMATION :

■ Overview of the Industry :

The Construction Industry is the second largest industry in India after agriculture.
It accounts for about 11% of India as GDP. It makes significant contribution to the national economy and provides employment to large number of people.

There are mainly three segments in the construction industry. Viz.

(i) Real estate construction which includes residential and commercial construction;

(ii) Infrastructure building which includes roads, railways, power etc. and

(iii) Industrial construction consists of oil and gas refineries, pipelines, textiles etc.

Favourable demographics, rising household incomes and growth in IT sector have led the growth in the real estate industry even during the financial meltdown. This real estate industry is also displaying considerable progress to evolve from an unorganized market to an organized industry.

According to www.investindia.gov.in, by the year 2025, Construction market in India is expected to emerge as the third largest globally and construction output is expected to grow on average by 7.1% each year.

UPWARD FACTORS OF .... PRIVATE LIMITED :

- ⦿ Healthy booking progress of over 60% in all its on-going project in next 1 year.
- ⦿ Increase in scale of operations and profitability

DOWNWARD FACTORS OF .... PRIVATE LIMITED :

- ⦿ slow booking progress of less than 40% in its on-going project in next 12 months
- ⦿ Decline in scale of operations and profitability

3. CAPITAL AND DEBT STRUCTURE :

There are no changes in the structure of the company.

The Authorised Share Capital of the Company as on 31st March, 2019 stood at Rs. 1,00,00,000/- (Rupees One Crore only) divided into 1,00,000 (One Lakh) Equity Shares of Rs.100/- (Hundred) each. The issued, subscribed and paid up share capital of the Company as on 31st March, 2019 stood at Rs.99,50,000/- divided into 99,500 Equity Shares of Rs.100/- each.

The total current assets & liability as appeared in Balance Sheet as at 31st March 2019 is Rs………………/- (Rupees ………………………………………………………………… only)

The Company does not have any equity share with differential rights and hence disclosures as required in Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not required.

Company has not taken any of following transactions as mentioned here under :

Increase in Share Capital	Buy Back of Securities	Sweat Equity	Bonus Shares	Transfer of Shares	Employees Stock Option Plan	Issue of Bond / Debentures/ Non-Convertible Securities / Warrants
Nil	Nil	Nil	Nil	Nil	Nil	Nil

■ **INDEBTEDNESS :**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01-April-2018				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition				
(Reduction)				
Net Change				
Indebtedness at the end of the financial year 31-March-2019				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

4. CREDIT RATING OF SECURITIES :

Credit Rating obtained in respect of various securities;	Name of the credit rating agency	Date on which the credit rating was obtained	Revision in the credit rating if any	Reasons provided by the rating agency for a downward revision, if any.
Long Term Rating : CRISIL B+/Stable (Reaffirmed) Short Term Rating CRISIL A4 (Reaffirmed)	CRISIL	as on 31^{st} March 2019	CRISIL BB/Stable/CRISIL A4	Not Applicable

5. MANAGEMENT :

■ DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :

The structure of the Board remains the same. In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

■ DISCLOSURES BY DIRECTORS :

The Directors on the Board have submitted notice of interest u/s. 184(1) in Form MBP-1 and intimation u/s.164(2) in Form DIR-8 and Declaration as to compliance with the conduct of the company during the first board meeting of this FY: 2018-19.

■ COMPOSITION OF BOARD OF DIRECTORS AND CHANGES THERE ON :

There was no change in the constitution of board of directors of the company.

☑ Now, the Board comprises of following Three Directors only.

☑ None of the Directors are disqualified u/s. 164 of the Companies Act, 2013

<table>
<tr><th rowspan="2">Name of Director</th><th rowspan="2">Designation</th><th rowspan="2">DIN</th><th rowspan="2">Date of Appoint Ment</th><th colspan="2">Other Directorship</th><th rowspan="2">Date of Appoint ment</th></tr>
<tr><th>Public</th><th>Private Company Name and CIN Number</th></tr>
<tr><td rowspan="3"></td><td rowspan="3">Managing Director</td><td rowspan="3">00000000</td><td rowspan="3"></td><td rowspan="3">Nil</td><td></td><td></td></tr>
<tr><td></td><td></td></tr>
<tr><td></td><td></td></tr>
<tr><td rowspan="3"></td><td rowspan="3">Director (Executive-WT)</td><td rowspan="3">00000001</td><td rowspan="3"></td><td rowspan="3">Nil</td><td></td><td></td></tr>
<tr><td></td><td></td></tr>
<tr><td></td><td></td></tr>
<tr><td></td><td>Director</td><td>00000002</td><td></td><td>Nil</td><td>Nil</td><td>N.A</td></tr>
</table>

DECLARATION OF INDEPENDENT DIRECTORS :

The provisions of Section 149(4) pertaining to the appointment of Independent Directors do not apply to our Company and hence, reporting and other compliances as mentioned in Section 149(7) to 149(13) under this clause is not applicable.

MEETINGS OF BOARD OF DIRECTORS :

Seven Board Meetings were held during the Financial Year ended 31st March 2019. The attendance at the Board Meetings are as under :

Sl. No	Date of Board (DD-MM-YYYY)	Place of Meeting	Total Number of Directors	Directors Attended	% of Attendance
1		Regd. Office	3	3	100
2		Regd. Office	3	3	100
3		Regd. Office	3	3	100
4		Regd. Office	3	3	100
5		Regd. Office	3	3	100
6		Regd. Office	3	3	100
7		Regd. Office	3	3	100

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.

■ DISCLOSURE AS REQUIRED UNDER THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 :

Since our Company is not a listed Company, disclosure particulars as per rule 5(1) are not applicable to the Company. None of the employees drawing remuneration beyond the ceiling prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

■ DIRECTOR'S RESPONSIBILITY STATEMENT :

In accordance with the provisions of Section 134 of 3(c) read with Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement :

a) In the preparation of the annual accounts for the year ended 31st March 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same

b) The 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 as at 31st March,2019 and of the profit and loss of the Company for the year ended on that date

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities

d) The Directors have prepared the annual accounts on a 'going concern' basis

e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

■ **INTERNAL FINANCIAL CONTROL / INTERNAL SYSTEM & ACCURACY :**

The Company has in place adequate internal financial controls with reference to financial statements, safeguard assets and protect against losses from any unauthorised use or disposition. The system authorises, records and reports transactions and ensures that recorded data are reliable to prepare financial information and to maintain accountability of assets. The Company's internal controls are supplemented by an extensive programme of internal review by the management, and documented policies, guidelines and procedures. The Board is of the opinion that there exist adequate internal controls commensurate with the size and operations of the Company.

■ **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAT THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENTS:**

As per auditors report, no fraud u/s 143(12) reported by the auditor

6. DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES :

The Company does not have any Subsidiary, Joint Venture or Associate Company. So, Disclosure under section 197(14) of the Companies Act, 2013 is not applicable

Foreign Investments and Collaborations :

The Company has not made any Foreign Investments and neither entered into any collaborations during the year of this report under review.

7. DETAILS OF DEPOSITS :

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given. (i.e) The Company has not accepted any Deposits from the Public.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT UNDER THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees or investments covered under the provision of under Section 186 of the Companies Act, 2013 are given in the Note to the Financial Statements.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTION WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March, 2019 is annexed in prescribed Form AOC-2 and forms part of this report.

10. CORPORATE SOCIAL RESPONSIBILITY (CSR) :

The Provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, were not applicable to the Company for the Financial Year 2018-19. Since, the said provisions are not applicable, our company has not developed and implemented any Corporate Social Responsibility initiatives.

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

Conservation of Energy :

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption is not applicable, considering the nature of activities undertaken by the company during the year under review. Because, Company is not engaged in manufacturing or processing business and hence conservation of energy, have a limited application.

- **Technology Absorption :**

During the period under review there was no major technology absorption undertaken by the Company. However, the Company follows a practice of purchase and use of energy efficient electrical and electronic equipment and gadgets in its operations.

- **Foreign Exchange earning and outgo :**

(a)	Activities relating to exports	Not Applicable
	Initiatives taken to increase exports	Not Applicable
	Development of new exports markets	Not Applicable
	Products, services and export plans	Nil
(b)	Total Foreign exchange used / expenditure in Foreign Currency	Nil
(c)	Total Foreign exchange earned	Nil

12. RISK MANAGEMENT POLICY :

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has been reviewed / discussed a comprehensive risk assessment and minimization procedure, Risk mitigation process and measures from time to time in our Board Meetings. Managing risks in credit, interest rates, and liquidity, form critical components of our risk management system .

- **Exposure to risks relating to cyclicality in Indian real estate industry and economic cycles:**

The real estate sector in India is fragmented and dominated by a few regional players; also, the industry is inherently cyclical. Demand was largely impacted by insecurity regarding earnings of individuals with the economy facing high retrenchment levels. Customers' anticipation of further correction in real estate prices was a key reason for low demand in the market. The government has undertaken steps to stimulate demand with differential interest rates and priority sector status for low-value loans and reduction in excise duty on major inputs such as steel and cement.

- **Business Risk :**

The business risk profile of .... (P) Limited will continue to benefit over the medium term from the extensive experience of its promoter Mr ...., who has been engaged in the civil construction and real-estate development for more than a decade. With low reliance on bank borrowing, the company is highly reliant on incremental booking progress and customer advances to support its on-going project, constraining its business risk profile. However, promoter's experience of more than a decade and established market presence should support the booking over the medium term.

- **Average Financial Risk profile :**

  Financial risk profile is average marked by average capital structure and moderate debt protection metrics. Gearing was 2.8 times as on March 31, 2019 while interest coverage was 2.4 times for the same fiscal. With completion of its on-going real-estate projects and repayment of project loan, financial risk profile is expected to improve over the medium term.

- **Interest Rate Risk :**

  Any increase in interest rate can affect the finance cost of the Company. To reduce such risks, company is planning to reduce the dependence on debt to minimum.

- **Operational Risk :**

  Risk of direct or indirect loss due to the failure of systems, people or processes, or due to external events. It includes employee negligence, fraud, petty theft, burglary and embezzlement are in the nature of operational risks. Company has instituted a series of checks and balances, including an operating manual, and both internal and external audit reviews to mitigate such risks.

- **Competition Risk :**

  Company is always exposed to competition risk. The increase in competition can create pressure on margins, market share etc. Your Company is planning to mitigate the risks so involved. Continuous efforts have been taken to enhance the brand image of the Company. Furthermore, the following activities are also carried out to identify, monitor and mitigate the impact of risks.

  ☑ Periodic assessment of risks, their impact on the key business objectives relating to the growth, profitability, reputation etc.

  ☑ Monitoring key developments in regulatory environments .

  ☑ Studying direct and indirect economic impacts in the areas of our operations.

- **Liquidity Risk :**

  .... (P) Ltd.'s liquidity is stretched as reflected in its highly utilised bank limits and high reliance on customer advances to support its on-going projects. Cash inflow from its existing is estimated to be just adequate to serve the debt obligations over the medium term on account of moderate booking progress in its on-going projects. The company has bank limit of Rs 5 crores which had been utilised at an average of 80% during the last 12 months ended March' 2019. Apart from the above, Board is of the opinion that there are no major risks affecting the existence of the Company during this year under review.

13. DETAILS OF ESTABLISHMENT OF 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.

14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS :

There are no significant and material orders passed by the Regulators or Courts or Tribunal that would impact the going status of the Company and its future operations

15. STATUTORY AUDITORS :

M/s. ……………………, Chartered Accountants, (FRN.: 000000S) having office at , ... retiring auditor of the Company reappointed as Statutory Auditors of the Company, pursuant to recommendation made by the Board of Directors at its meeting held on 29th April 2019, to hold office from the conclusion of the 11th Annual General Meeting till the Conclusion of 16th Annual General Meeting to be held in the year of 2024 to conduct the audit for the period of FY: 2019-20 to FY: 2023-24 and the said resolution is being placed before the upcoming 11th Annual General Meeting of the company for getting approval from the shareholders of the company.

16. SECRETARIAL AUDIT REPORT :

The provisions relating to submission of Secretarial Audit Report under section 204 (1) of the Companies Act, 2013 is not applicable to the Company.

17. EXPLANATIONS IN RESPONSE TO AUDITORS' QUALIFICATIONS :

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.. The observations made by the Auditors of the Company in their report read with the Notes to Accounts, are self-explanatory and do not need any further clarification.

18. COMPLIANCE WITH SECRETARIAL STANDARDS :

Secretarial Standard-4 on Report of Board of Directors as prescribed by ICSI with effect from 01/10/2018 has been followed by our company. The Company has complied with all the applicable Secretarial Standards in the Financial Year 2018-19

19. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC) :

There is no such resolution initiated under the IBC, 2016 for our company during the period of report.

20. FAILURE TO IMPLEMENT ANY CORPORATE ACTION :

buy back of securities	**payment of dividend declared**	**mergers and de-mergers**	**delisting**	**split and issue of any securities.**
Nil / Not Applicable / No such event occurred during the year of report				

21. ANNUAL RETURN :

As per the amended provisions under the Companies (Amendment) Act, 2017 and MCA Notification No: GSR.432(E), Gazette Dated 07/05/2018, the Extract of Annual return in Form MGT-9 can be uploaded on company's website by merely mentioning the web-link on its Board's Report.

Since, there is no restriction / no harm to attach the MGT-9 with this Annual report, the same is being attached with this Directors Report instead of uploading in our website due to practical difficulty / lack of support / technical issues / Non-availability.

The Extract of Annual return prepared in Form MGT-9 as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure-1

22. OTHER DISCLOSURES :

- **CONSOLIDATED FINANCIAL STATEMENTS :**

  Company does not have any subsidiaries so there is no need to prepare consolidated financial statement for the FY: 2018-19

- **DISCLOSURES OF LOANS / ADVANCES / TRANSACTIONS WITH RELATED PARTY AS PER ACCOUNTING STANDARD 18 (AS-18) :**

  Unsecured Loans and Advances received from related parties under the provision of AS-18 has been attached in Annexure-2 and forms part of this Board Report

- **SAFETY, ENVIRONMENT CONTROL AND PROTECTION :**

  The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner,

.

■ **REASONS FOR DELAY, IF ANY, IN HOLDING THE AGM :**

There is no such delay occurred to hold the Annual General Meeting .

■ **COST RECORD :**

The provision of Cost audit as per section 148 does not applicable on the Company

23. DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, no complaints were reported under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under.

■ **ACKNOWLEDGMENT :**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, Local bodies, 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 Auditor, Corporate Lawyer, Company Secretary, staffs & workers.

For .... PRIVATE LIMITED,
By order of the Board,

Place **:**

Date **:**

....	…………………………......
Chairman & MD	Director
DIN : 00000000	DIN : 00000001

Name
Address
Phone
Email

COMPANY LOGO IF ANY

Date : 09/08/2019

ANNEXURE-1

Form No. AOC–2

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

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

(1) Details of contracts or arrangements or transactions *NOT AT ARM'S LENGTH* basis :

There were NO material contracts or arrangements or transactions at not at arms length basis for the year ended 31st March, 2019:

(2) Details of contracts or arrangements or transactions *AT ARM'S LENGTH* basis :

The details of material contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2019 are as follows

<table>
<tr><th>Sr. No.</th><th>Name(s) of the related party & Nature of relationship</th><th>Nature of contracts/ Arrangement /transactions</th><th>Transactions Value (Rs. in)</th><th>Duration of contracts/ Arrangement /transaction DD/MM/YYYY</th><th>Salient terms of the contracts or arrangements or transactions including the value, if any:</th><th>Date of approval by the board</th><th>Amount paid in advance (Rs.)</th></tr>
<tr><td>1</td><td>Mr………………, Managing Director</td><td rowspan="3">Remuneration / Sitting Fees / Reimbursement paid to Directors coming under the category of related party's appointment to any office or place of profit in the company, u/s.188 of RPT transaction</td><td></td><td rowspan="3">01/04/2018 to 31/03/2019</td><td rowspan="3">The RPTs entered during the year related with Managerial Remuneration / Fees / Salary paid to Directors with the total value of Rs. …… /- for their service to the company</td><td rowspan="3">09/08 /2019</td><td rowspan="3">Nil</td></tr>
<tr><td>2</td><td>Mr……………… Director (WT)</td><td></td></tr>
<tr><td>3</td><td>Mr………………. Director</td><td></td></tr>
<tr><td></td><td colspan="2">Total Transaction Value</td><td></td><td colspan="4">(Rupees ……………………………………………… only)</td></tr>
</table>

For ……………………………Private Limited,
By order of the Board,

Place :
Date :

Mr……………………….. Chairman & MD

Mr……………….. Director (Exe)

Name
Address
Phone
Email

COMPANY LOGO IF ANY

ANNEXURE-2

(Disclosure of Unsecured Loans and Advances received from related parties under the provision of AS-18)

Details of unsecured loans / advances / transactions given by Related Parties to company :

The details of unsecured loans / advances received from following related parties by the company during the year ended 31st March, 2019 are as follows :

Sr. No.	Name(s) of the Related Party	Nature of Relationship with M/s.................... (P) Limited	Unsecured Loans / Advances received from Related Party (AS-18), Period of Transactions & Value of Transaction		Salient Terms of Contracts including the Total value	Terms of Transaction & Date of Approval by Board
			FY: 2018-19 in (₹)	FY: 2017-18 in (₹)		
1	Mr.	Managing Director			Please refer Notes forming Annexure-1 below	Conti nuous/ on-going / For FY: 2018-19 09-08-2019
2	Mr.	Director (WT)				
3	Mr.	Director				
4	Mr.	Shareholder				
5	Mr.	Shareholder				
6	Mrs.	Shareholder				
7	Mrs.	Shareholder				
	Total Unsecured Loan					

NOTES FORMING ANNEXURE-2

1. As per Chapter V, Rule 2(1) (c) (VII), any amount received by a company from a person who, at the time of the receipt of the amount, was not a Director of the Company but was member of the company will not be considered as deposit, Because Private Companies are allowed to accept Deposits from the members upto 100% of Paid up Share Capital and Free Reserves

2. Sl.No.1 to 7 of above Related Parties (i.e) Directors and shareholders provided Unsecured Loan to the company on their own interest for the urgent business need and for the welfare of the company and they have submitted declaration in writing that the amount is in their own funds and is not being given out of the funds acquired by borrowing or accepting loans or deposits from others.

3. As per their Declaration they agreed that there are NO interest accrue / no benefit bearing to them.

4. The total receipt of unsecured loan from related parties is within the limit of 100% paid-up capital and Free Reserve of the company and does not require share holder's approval.

For .... PRIVATE LIMITED,
By order of the Board,

Place :

Date :

....
Chairman & MD
DIN : 00000000

....
Director
DIN : 00000001