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Draft directors report of private limited company

REPORT OF DIRECTORS TO MEMBERS ___ PRIVATE LIMITED Your Directors are pleased to report to your company 2NDBoard together with audited financial statements and auditors' reports of your company for the financial year ended March 31, 2018. FINANCIAL RESULTS A brief overview of financial results for the reference year is given in the following items:- PARTICULARS 2017-18 (INR) 2016-17 (INR) Yield operating/ turnover Other income Minus:- expenses during the year excluding depreciation Profit before tax and Depreciation Less depreciation 0.00 0.00 Profit/(Loss) before tax after depreciation Less:- Income tax provisions including deferred tax 0.00 0.00 Profit/ Loss after tax and depreciation The Company is engaged in web application development and software development business. During the financial year 31.3.2018 there was no change in the company's business. Constitution There was no amendment to the Constitution during the period in the revision year. The composition of the Board of Directors of the Company is as follows:- BOARD MEETING During the financial year 2017-18 the Board of Directors of your company met (four) times under the provisions of § -173 of the Companies Act, 2013 and the rules there under. Sr. No. Date of the board meeting strength no directors of the present statutory auditors ___ They were appointed as statutory auditors of the Company at the annual general meeting held at ___ for a period of five years subject to ratification by the members at each subsequent annual general meeting. The Companies Act (amendment) of 2017, published in the Indian Gazette on 3 December 2017, is a new law on companies. The amendment to this section has been in force since 7 May 2018. In view of the above, the Company's Board of Directors proposed a partial amendment to the previous resolution of the members adopted ___ Associates 1 January 2004. Chartered accountant, Jaipur, as statutory auditors of the company for a period of five years from the conclusion of 1. The auditor's report shall contain no qualification, reservation or negative remark. AUDITOR'S NOTE ON THE AUDITOR'S REPORT Notes on the financial statements in the auditor's report are self-explanatory and there are no adverse qualifications in the report and therefore do not need any further comment. WEB LINK TO ANNUAL RETURN IF ANY COMPANY HAS NO WEBSITE. Material changes and liabilities There were no material changes and liabilities affecting the financial position of the company between the end of the financial year to which these financial statements relate and the date of this report. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS TAKEN BY REGULATORS, COURTS AND TRIBUNALS Regulatory bodies, courts, courts which have an impact on the state of the company and the company's activities in the future, no significant and material orders have been received. STATEMENT BY THE BOARD OF DIRECTORS PURSUANT TO § 134 para. Directors have chosen and consistently applied these accounting rules and issued judgments and estimates that are reasonable and prudent to provide a true and fair view of the company's condition as of March 31, 2018 and the Company's profit for the year ended that date. Directors shall take due and sufficient care to keep adequate accounting records in accordance with the provisions of the Act on the Protection of The Company's Assets and on the Prevention and Detection of Fraud and Other Irregularities. directors draw up annual accounts on the basis of the duration of the undertaking; and the company is un listed, sub clause (e) § 134 para. directors have proposed appropriate systems to ensure compliance with the provisions of all applicable legislation and that such systems are proportionate and function effectively. RELATED PARTY TRANSACTIONS No contracts/arrangements/Transactions entered by the Company during the accounting year with related parties. So AOC-2 is not applicable to the company. Sexual Harassment The Company has implemented a sexual harassment prevention policy in accordance with the requirements of the Sexual Harassment of Women in the Workplace Act (Prevention, Prohibition and Remedial Action) of 2013. During the 2017-18 financial year, the Company did not receive any sexual harassment complaints that your directors recorded sincerely thanks to bankers, business partners, consultants, and various government agencies for their continued support extended to your company activities during the year. Your directors also gratefully acknowledge shareholders for their support and trust in your company. PRO ___ PRIVATE LIMITED (___) Director DIN:- ___ DIN: ___ Date: Instead of: ___ Note: This is a draft format, use the professional support form of your company secretary before using any of the formats listed here. OTHER THAN ONE Person Company & Small Company Ø The Board of Directors' report on the Companies is prepared on the basis of a separate financial statement of the Company and should relate to the financial year for which these financial statements are prepared. Ø The Committee's report should avoid a repetition of the information. If any information is included elsewhere in the financial statement, its reference should be included in the Board of Directors report instead of a repetition of the same Companies Act 2013, which directs certain disclosures to be included in the Board of Directors' report. The listed company is also required to comply with certain additional requirements as set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations of 2015. However, information on listed companies is not included in this minutes. In addition to the disclosure requirements set out in this Standard, certain sectoral regulations/guidelines may require further information on companies operating in certain sectors, such as public sector enterprises, insurance companies, non-bank financial companies, housing finance companies, etc. to be published in the Council's report/annual report. Therefore, these companies should make the necessary disclosures in accordance with applicable industry regulations/guidelines in the Board of Directors Report/Annual Report that your Directors are pleased to present (Agm Annual Report No. Financial performance of the Company for 2019: Add/ Balance in adjusted profit and loss account for fixed assets Transferred to general reserve Financial summary and its highlighting should be accompanied by macroeconomic, geopolitical, financial, industrial specific, as well as any company specific information that affects the company's business and the market in which it operates, together with the performance of the sector in relation to the company's performance. 1. The Company is engaged in business ___ During the financial year 31.3.2019 there was no change in the company's business. 2. During the financial year 31.3.2019 there was no change in the company's business. Subsection (3) § 134 of the Act requires the company to publish the status of the company's affairs in the report. The publication in this heading should include a brief description of the nature of the company's business, indicating the growth achieved in terms of the volume of the company's key products/services, structural changes in business, new acquisitions and the development of intellectual property rights, etc. It should specify all relevant events that have an impact on the company's business Operating points indicating the company's overall growth and possible diversification achieved during year 3. WEB LINK ANNUAL REVENUE The Company has a website i.e. ___ and the company's annual return has been published on this website. A link to the same is listed below: The company has no website. Therefore, there is no need to give an annual return. Are companies required to prepare MGT-9 or publish MGT-9? Details of the discussion on the same available at the following Link: 4th Board meeting Seven board meetings held during the financial year ended March 31, 2019 i.e. The maximum difference between the two board meetings was less than one hundred and twenty days. The names of the members of the Management Board, their participation in the meetings of the Management Board are in part: Number of meetings attended/ total number of meetings held during F.Y. 2014-15 5. DETAILS OF THE AUDITOR'S FRAUD REPORT: According to the auditors' report, no fraud was reported by the auditor 143(12). Auditors, M/s (name of audit firm), authorised accountant (company registration number ___) hold the post until the end (the year in which it was appointed) of the annual general meeting. (Under the latest provisions, an auditor is appointed for a period of five years without any ratification. The provisions concerning the appointment of an auditor shall therefore be laid down every five years.) 7. COMMENTS OF THE BOARD OF DIRECTORS ON THE AUDITORS' REPORT Comments of statutory auditors at reading together with relevant notes on financial statements and accounting principles are self-evident and do not require any further comments. (Explanation or comments of the Board of Directors on any qualification, reservation, negative statement or disclaimer by the statutory auditor in its report and/or the auditor of the secretariat in the secretary's audit report) 8. DATA ON LOANS AND INVESTMENTS The Company will not enter into any investment, guarantee provided and securities during the current year. There is no need to comply with section 186 of the Companies Act 2013. Details of loans, guarantees and investments covered by Section 186 of the Companies Act 2013 are given in the comments on the financial statements. 9. RELATED PARTY AGREEMENTS AND ARRANGEMENTS All related party transactions entered into during the financial year ended March 31, 2019 were under normal conditions and were in the ordinary course of trade. Therefore, section 188 of the Companies Act 2013 was not attracted. In addition, in the course of the company's review with promoter, directors or other designated persons, there are no significant related party transactions that could conflict with the company's interest in general. Publication in Form AOC-2 is therefore not required. Disclosure of related party transactions per year according to accounting standard (18) Related party 24 on 31 December 2004. Details of related party contracts or arrangements referred to in subsection (1) of Section 188, which the Company entered into during the financial year 31 December 2004. The Company proposes to transfer Rs ___ amount to ___ Reserves during the financial year ended March 31, 2019 Your Company's Board of Directors has decided not to transfer any amount to reserves for the sum of the year. Earnings and declared: The Board of Directors of your company is pleased to recommend a dividend of R. ___ per share of r. ___ denomination of R. ___ each (@ ___ %), payable to shareholders whose names are listed in the Members Register as at the closing date / record date. Quantity R. would be paid as a tax on the distribution of dividends on the dividend. Dividend payment is in line with the Company's dividend distribution policy Profit, but it is not declared: After holistic consideration of the relevant circumstances, your company's board of directors has decided that it would be reasonable not to recommend any dividend for drying. No profit: The Board of Directors of your company, unprotemed dividends for the current financial year due to maintenance of profit / as a result of loss incurred by the Company / due to insufficient profit. 12. Material changes and liabilities There were no material changes and liabilities between the end of the financial statements and the date of their impact on the financial position and their impact on the financial position of the company between the end of the financial year to which the financial statements relate and the date of this report and their impact on the financial position of the company. The reasons for such substantial changes and commitments, as mentioned above, and the corrective measures taken by the company on 13 December 2004, are hereby, Energy conservation, technology absorption and foreign exchange revenues & OUTGO: A. Energy conservation, technology absorption Data required under § 134 para. Information related to energy conservation, technology absorption, foreign exchange profits and outgo as required under § 134 of § 3(m) of the Companies Act, 2013 read with rule 8(3) companies (accounts) Rules, 2014 is furnished in the Annex, and is attached to this report. B. Foreign exchange gains and Outgo 15. RISK MANAGEMENT RISK MANAGEMENT Risk management is the process of identifying, evaluating and prioritising risks, followed by coordinated efforts to minimise, and mitigate/control the likelihood and/or impact of unfortunate events or maximise the realisation of opportunities. The Company has established a comprehensive process for evaluating and minimizing risks, which is reviewed from time to time by the Board of Directors. These procedures are reviewed to ensure that executive management manages risks through a well-defined framework. The company identified the main risks and its mitigation process/measures were formulated in areas such as trade, project implementation, event, financial, human, environmental and legal compliance. The company has developed and implemented a risk management policy that identifies the main risks that may threaten the existence of the company. The same has also been accepted by your council and is also subject to its review from time to time. The process of risk reduction and measures have also been formulated and clearly explained in that policy. 16. CORPORATE SOCIAL RESPONSIBILITY (CSR) (applies to the selection of private and public companies) The Committee on Social Responsibility (CSR) of the Company has formulated and recommended to the Board of Directors, the Corporate Social Responsibility Policy (CSR Policy), indicating the activities to be carried out by the company, which has been approved by the Board of Directors. During the year, the company could not spend any amount on any of its identified CSR activities due to _____. The annual report on CSR activities shall be attached as annexed ___ in accordance with the prescribed format and shall be included in this report. Provided that, where the principles set out in the Directors' Report are made available on the Company's website, where it exists, it shall be sufficient to comply with the requirements arising from those provisions, provided that the main features of the policy and any changes there to it contained in the Committee's report are briefly indicated and include the internet address at which the full policy is available) [Provided that, where the information referred to in this subsection has been included in the financial statements, that information shall be included instead of being repeated in the Committee's report. 17. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR AFFILIATES The Company has no subsidiary, joint venture or affiliate. The names of companies that have become or ceased to be subsidiaries, joint ventures or affiliates during the reference year are given below: Performance of subsidiaries/associates/joint ventures and their contribution to the company's overall performance as follows: 18. DIRECTORS AND KEY EXECUTIVES (KMP) During the financial year, there has been no change in the composition of the Board of Directors, i.e. In view of the applicable provisions of the Companies Act 2013, the Company is not obliged to appoint KMPs. (to publish information regarding the appointment and resignation of directors) / KMP(s) if it exists during the (disclose the resignation of the Director (Directors) if it occurred between the end of the financial year to which this report relates and the date of this report) The Company did not accept any deposits during the period. 20. INTERNAL FINANCIAL CONTROL The company has in place appropriate internal financial controls with regard to the financial statements. During the year, these checks were tested and no reported material weakness in design or operation was observed. The provision of a cost audit pursuant to Section 148 shall not apply to the company. The provision of a cost audit pursuant to § 148 applicable to the Company and the Company has kept proper records and accounts, which are the same as required by law. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS TAKEN BY REGULATORS, COURTS AND TRIBUNALS Regulatory bodies, courts, courts which have an impact on the state of the company and the company's activities in the future, no significant and material orders have been received. Details of a significant in-kind order issued by the High Court in Hon'ble, which may have an impact on the state of the company and its future operations, are set out in Annex ___ and included in this report. 23. COMMITTEE CONSTITUTION - SEXUAL HARASSMENT IN THE WORKPLACE The Company created a committee under the Sexual Harassment of Women in the Workplace Act (Prevention, Prohibition and Redress) of 2013, but the company complied with the same provisions. 24. CONSOLIDATED FINANCIAL STATEMENTS The Company has no subsidiaries, so it is not necessary to compile consolidated financial statements for F. Y. 2014-15. 25. Compliance with the secretion standard: Directors have designed appropriate systems to ensure compliance with the provisions of all applicable secretary standards and that these systems are adequate and function effectively 26. DECLARATION OF RESPONSIBILITY UNDER § 134 para. b) Directors have chosen these accounting rules and consistently applied them and issued judgments and estimates that are reasonable and prudent to provide a true and fair overview of the company's condition as of March 31, 2019 and the Company's profit for the year ended that date. c) Directors have properly and adequately ensured the keeping of adequate accounting records in accordance with the provisions of the Act on the protection of the Company's assets and on the prevention and detection of fraud and other irregularities. Directors shall draw up annual accounts on the basis of a functioning undertaking. e) The company is un listed, sub-half (e) § 134 para. Act, 2013 on the establishment of internal financial controls does not apply to the Company. (f) Directors shall set up appropriate systems to ensure compliance with and effective compliance with the provisions of all applicable laws. Your directors would like to express their sincere appreciation for the help and cooperation they have received from banks, government agencies, customers, resellers and members during the year. Your directors also wish to record their deep sense of appreciation for the binding service of the company's executives, employees and employees. For and on behalf of the Board of Directors (name of the Director) (director's name) DIN: ___ DIN: ___ (Address of the Director) 134(6) The report of the Management Board and its Annexes pursuant to subsection [3] shall be signed by its Chairman of the Company, if approved by the Board of Directors and if not authorised, by at least two members of the Management Board, one of whom is the managing director or the director, if he is the managing director. v There are certain other events based on disclosure ordered to be disclosed under the law. The same may be required to be subsequently disclosed at the event. all applicable annexes shall be additionally attached to this report. As stated in the report, some annexes must be prepared according to the prescribed format laid down in the law. in There are some other disclosures even for

listed companies and all other joint stock companies, which are not included above as: § Under § 134(3) (p) § Under § 134(3) (d) § Under § 134(3)(e) If someone wants to join our whatsapp group Gyan Gurukul-20 WhatsApp me after the details of the Profession , Name and City on 8130757966 Ø Signature of the Board of Directors report: 134(6) Report of the Board of Directors and its annexes under subsection (3) signed by § its Chairman of the Company , if permitted and not permitted to do so, must be signed by at least two members of the Board of Directors, one of whom is the managing director § The annexes to the report shall be signed in a similar manner to the report , with the exception of the report on the company's corporate social responsibility activities, which must be signed by the CEO or CEO or any other director of the company and the chairman of the CSR Committee of the company. Ø The location of the message on the website § The message will be listed on the company's website, if any. § The third condition of subsection (1) § 136 of the Act provides that a listed company also places its financial statements, including any consolidated financial statements and all other documents to be attached to it, on its website, which are maintained by or on behalf of the company. § As part of good company governance practice, the above requirement is extended to unlisted with the website. Ø The report, together with the audited company accounts, shall be submitted to the Business Secretary. Ø ANNEXES TO THE REPORT The following matters will be attached to the report whenever possible: • Details of the prescribed contracts/arrangements with related parties in Form AOC-2. • Prescribed data on the remuneration of directors and employees. • Audit report of secretaries for the relevant year in form MR-3. • Annual report on CSR activities. (See Annex-VIII) (Author - CS Divesh Goyal, GOYAL DIVESH & ASSOCIATES Company Secretary in practice from Delhi and can be contacted at csdiveshgoyal@gmail.com). Disclaimer: The entire content of this document was prepared on the basis of the relevant provisions and the information existing at the time of preparation. Although attention has been paid to ensuring the accuracy, completeness and reliability of the information provided, I therefore assume no responsibility. Users of this information are expected to refer to the relevant existing provisions of applicable law. The user of the information agrees that the information is not expert advice and may change without notice. I assume no responsibility for the consequences of using this information. IN NO EVENT SHALL I BE LIABLE FOR ANY DIRECT, INDIRECT, SPECIAL OR INCIDENTAL DAMAGES ARISING OUT OF OR IN CONNECTION WITH THE USE OF THE INFORMATION.

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