DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the 2nd Annual Report and the Audited Statements of Accounts of the Company for the year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS

The summarized financial performance of the Company for 2014-15 and 2013-14 is givenbelow:

Particulars	**For the Year Ended March 31, 2015**	**For the Year Ended March 31, 2014**
Revenue from operations	0	0
Other Income	1,65,674	0
Total Income	1,65,674	0
Expenditure (excluding depreciation)	46,30,110.57	75,766
Depreciation	0	0
Total Expenditure	**46,30,110.57**	**75,766**
Profit / (Loss) before Tax	(44,64,436.57)	(75,766)
Tax	0	0
Deferred Tax	0	0
Profit / (Loss) after tax	**(44,64,436.57)**	**(75,766)**
Basic and Diluted Earnings per equity share	(44.64)	(0.76)

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2. OPERATIONS AND BUSINESS PERFORMANCE

For the financial year 2014-15, your Company's Operating Income was Rs. Nil as against Rs. Nil in the previous year. Other Income for the financial year 2014-15 stood Rs. 1,65,674/- as against Nil

he Company has earned Net Profit after tax of Rs. (44,64,436.57) as against Net Profit of Rs. (75,766) in the previous year.

3. DIVIDEND

As Company made loss during the year. Your Directors have not recommended any dividend on the Equity Shares for the financial year under review.

4. EXTRACT OF THE ANNUAL RETURN

The abstract of the Annual Return for the year ended 31st March, 2015 pursuant to section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 as per format prescribed in MGT-9 of the Companies Act, 2013 is attached to the Directors Report as **Annexure "A"**.

5. MEETINGS OF THE BOARD

During the year, Four Board Meetings were held on 22.08.2014, 04.12.2014, 16.12.2014, 25.02.2015

6. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, based on reports by the management, it is hereby confirmed that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
b) The directors had selected such accounting policies and applied them consistently and made judgements 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

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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.

7. DECLARATION FROM INDEPENDENT DIRECTORS

The Company is not required to have independent Directors.

8. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company is not required to constitute the Nomination and Remuneration committee as required under section 134(2) (e) and section 178(4) of the Companies Act 2013.

9. PARTICULARS OF LOANS, GUARANTEES GIVEN AND INVESTMENTS MADE PURSUANT TO THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has not made any Investments, given Loan and provided Security. Hence Provisions of section 186 of the Companies Act, 2013 are not applicable.

10. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

The Company has not made any particulars of contracts or arrangements with related parties referred to in Section 188(1),

11. MATERIAL CHANGES AND COMMITMENTS

There were 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 statements relate pursuant to Section 134(3)(l) of the Companies Act, 2013 and the date of this report.

12. TRANSFER TO RESERVES

The Company had not transfer any amount to the general reserves For the financial year 2014-15.

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13. AUDITORS AND AUDITOR'S REPORT

Sandesh Chandak & Co (Membership No:- 110235) Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuring Annual General Meeting and eligible for re-appointment.

The Auditors Report to the Shareholders is self explanatory and does not contain any qualification, reservations or adverse mark.

14. DEPOSITS

The Company has not accepted any public deposits falling under Section 73 of Chapter V of the Companies Act, 2013.

15. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY.

There has been no change in the nature of business of the Company.

16. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

There were no Companies which have become or ceased to be its subsidiaries, Joint Ventures or Associate Companies during the year.

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

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo in terms of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However, the Company in the regular course of Business takes all possible efforts towards energy conservation.

18. EMPLOYEES RULES

There are no such employees drawing salary as specified under provisions of Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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For and on behalf of the Board of Director
Apex Buildcom India Pvt. Ltd.

Director
Din No.

Director
Din No.

Place: Mumbai

Date:

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