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SSD Infrastructures Private Limited

Regd. Office :- 905/3, G.I.D.C., Makarpura, Vadodara – 390010.
CIN : U45209GJ2008PTC054167, Email : info@apspvt.com

NOTICE

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of **SSD INFRASTRUCTURES PRIVATE LIMITED** will be held on Saturday, 29th September, 2018 at 4:00 p.m. at the Registered office of the Company situated at 905/3, G.I.D.C, Makarpura, Vadodara 390010 to transact the following business:

ORDINARY BUSINESS

Item No. 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2018 together with the Reports of the Board of Director's and Auditor's thereon.

Item No. 2. RE-APPOINTMENT OF STATUTORY AUDITORS:

"**RESOLVED THAT** M/s. Shah Mehta & Bakshi, Chartered Accountants, Vadodara, be and are hereby, appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration plus out of pocket expenses to be decided by the Board of Directors in consultation with the Auditors pursuant to section 139, 140 and any other applicable provisions, if any of the Companies Act, 2013."

For and on behalf of the Board of Directors

SSD INFRASTRUCTURES PVT. LTD. BARODA

Smruti A. Patel

Smruti A. Patel
Director
DIN: 01978443

Date: 5th September, 2018
Place: Vadodara

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER.**

2. **PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

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BOARD'S REPORT

To
The Members of
SSD INFRASTRUCTURES PRIVATE LIMITED

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Financial Statement including Independent Auditor's Report for the financial year ended on 31st March, 2018.

1. STATE OF THE COMPANY'S AFFAIRS:

(i) FINANCIAL AND WORKING RESULTS:

Particulars	2017-18 (Rs.)	2016-17 (Rs.)
PROFIT / (LOSS) BEFORE DEPRECIATION AND TAX	-	-
(Less): Depreciation	-	-
PROFIT / (LOSS) BEFORE TAX	-	-
Add / (Less): Prior Period Income	-	-
Deferred Tax	-	-
Prior Period Tax	-	(11,930)
PROFIT / (LOSS) AFTER TAX	-	**(11,930)**
APPROPRIATIONS:	-	-
OPENING BALANCE OF PROFIT AND LOSS	**56,21,288**	**56,33,218**
BALANCE CARRIED TO BALANCE SHEET	**56,21,288**	**56,21,288**

2. DIVIDEND:

By keeping in view long term interest of the Company, your Directors do not recommend dividend.

3. DEPOSITS:

Your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time during the year under review.

4. **POLICY RELATING TO ANTI SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

   During the year under review, no complaint was reported to the Board and accordingly the Company has no information to report on filing and disposal of the cases pursuant to Section 22 of the said Act.

5. **A STATEMENT ON THE COMPLIANCE WITH PROVISIONS RELATING TO THE CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

   The Company is under process of complying with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

6. **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, IF ANY, DURING THE PERIOD FROM MARCH 31, 2018 TO THE DATE OF THE REPORT:**

   There is no material change and commitment affecting the financial position of the Company which have occurred between the end of financial year of the Company i.e. 31st March, 2018 and the date of this report and hence not reported.

7. **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO AS PER RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:**

   A. CONSERVATION OF ENERGY:

   The Company has no information to offer in respect of Conservation of energy as per Rule 8 (3) of the Companies (Accounts) Rules, 2014 and hence no information has been furnished in this regard.

   B. TECHNOLOGY ABSORPTION:

   Since the Company has not imported technology, the Company has no information to offer in respect of Technology absorption.

C. FOREIGN EXCHANGE EARNING & OUTGO:

The Company has neither earned nor spent any foreign exchange.

8. EXTRACT OF THE ANNUAL RETURN U/S 92 (3) OF THE ACT AS PER FORM MGT-9:

Extract of the proposed Annual Return as at 31st March, 2018 as per Form MGT-9 pursuant to the Companies Act 2013 ('the Act') is enclosed as per **Annexure-A.**

9. NO. OF BOARD MEETING DURING THE YEAR:

Four meetings of the Board of Directors were held during the year.

10. DETAILS OF DIRECTORS & KMP APPOINTED AND CEASED:

During the year under review, no changes took place in the Composition of Board of Directors.

11. DIRECTORS' RESPONSIBILITY STATEMENT:

i. Your Directors have followed the applicable accounting standards along with proper explanation relating to material departure, if any, while preparing the annual accounts;

ii. Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the Profit & Loss of the Company for the period;

iii. Your Directors have 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;

iv. Your Directors have prepared the annual accounts on a going concern basis.

v. The Company being unlisted need not give confirmation in respect of internal financial control.

vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. **A STATEMENT ON THE DECLARATION GIVEN BY INDEPENDENT DIRECTORS PURSUANT TO SECTION 149(6) OF THE ACT:**

Since the Company does not fall in any of the criteria for mandatory appointment of Independent Director, the Company does not have any independent director and accordingly no statement in respect of declaration of independent director taken is received by the Company.

13. **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION ETC. IF REQUIRED TO CONSTITUTE NOMINATION & REMUNERATION COMMITTEE PURSUANT TO SECTION 178(1) OF THE ACT:**

Since the Company does not fall in any of the criteria for mandatory constitution of Committee, the Company need not constitute Nomination & Remuneration committee and accordingly the Company is not required to formulate policy on Directors Appointment and Remuneration.

14. **EXPLANATION(S)/ COMMENT(S) ON QUALIFICATION(S) / RESERVATION(S) / ADVERSE REMARK(S)/ DISCLAIMER BY STATUTORY AUDITOR IN THEIR RESPECTIVE REPORT:**

There is neither any qualification /reservation/ adverse remark nor any disclaimer by Statutory Auditors in their report and accordingly no explanations/ comments are required to be furnished.

15. **PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENT U/S 186:**

The Company has neither provided any security/guarantee nor made any investment, Loans & Advances exceeding the limit specified under Section 186 of the Act.

16. **PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTICULARS REFERRED TO IN SECTION 188 OF THE COMPANIES ACT, 2013:**

The Company has not entered into any Related Party Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under section 2 (76) of the said Act.

17. A STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY:

The Company is in the process of formulating Risk Management Policy.

18. DETAILS ABOUT THE DEVELOPMENT AND IMPLEMENTATION OF POLICY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

Since the Company does not fall in any of the criteria mentioned in section 135 (1) of the Act, provisions of Section 135 of the Act, and rules framed there under relating to Corporate Social Responsibility, are not applicable to the Company. Hence no details in this regard have been furnished.

19. A STATEMENT RELATING TO MANNER OF ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD/COMMITTEE/DIRECTORS:

Since the Company is neither Listed Company nor Public Company having paid up capital of Rs. 25 Crores or more. The Company is not required to furnish the statement and accordingly the same has not been furnished.

20. STATUTORY AUDITORS:

M/s. Shah Mehta & Bakshi, Chartered Accountants, Vadodara, Auditors of the Company retire at the conclusion of this Annual General Meeting. They have furnished their consent and requisite certificate pursuant to the Companies Act, 2013 in respect of their proposed re-appointment.

21. OTHER MATTERS PURSUANT TO SECTION 134 (3) (q) OF THE ACT READ WITH SUB RULE (4) OF RULE (8) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

Since the Company is neither Listed Company nor a Public Company having paid up capital of Rs. 25 Crores or more, the Company is not required to furnish particulars read with Sub Rule 4 of Rule 8 of the Companies (Accounts) Rules, 2014.

22. REPORTING OF FRAUDS:

There have been no instances of fraud reported by the Statutory Auditors under Section 143 (12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

23. STATEMENT ON COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:

In terms of clause no. 9 of revised SS-1 (Revised Secretarial Standards on Meetings of Board of Directors effective from 01.10.2017), your Directors state that the Company has been compliant to applicable Secretarial Standards during the year under review.

24. TRANSFER TO RESERVES:

The Company has not transferred any amount to reserves.

25. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in nature of business during the year.

26. CHANGE IN SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY DURING THE YEAR:

The Company does not have subsidiary/joint venture/associate Company and, no Company has become subsidiary/joint venture/associate company during the year.

27. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

System of adequate Internal Financial Controls with reference to the Financial Statements is already in place.

28. COST ACCOUNTS AND RECORDS:

Cost accounts and records are not required to be maintained by the company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly no such Cost accounts and records are made and maintained by the Company.

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29. MEDIAN EMPLOYEE DETAILS:

Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') are not applicable. Moreover, the Company does not have any employee drawing remuneration within the meaning of Rule 5 (2) of the Rules. Accordingly, no information in this regard have been furnished.

30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There were no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status of the Company and Company's operation in future.

31. ACKNOWLEDGEMENTS:

Your directors take opportunity to express their grateful appreciation to the continued Co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review.

SSD INFRASTRUCTURES PVT. LTD. BARODA

For and on behalf of the Board of Directors

Smruti A. Patel	**Dipti P. Kothari**
Director	**Director**
DIN: 01978443	**DIN: 01999121**

Date: 05/09/2018
Place: Vadodara