RAJHANS
DESAI-JAIN GROUP

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in submitting their 6th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

During the year under review, performance of your company as under:

(In Rupees)

PARTICULARS	Year ended 31st March, 2016	Year ended 31st March, 2015
Revenue from Operations	46,47,99,500	67,68,52,000
Other Income	1,62,82,852	2,19,66,788
Total Revenue	48,10,82,352	69,88,18,788
Cost of Goods Sold	43,57,58,365	64,78,08,108
Other Expenses	37,06,986	48,91,125
Profit / Loss Before Tax	4,16,17,001	5,10,10,680
Less: Tax of partnership firm	60,64,781	81,92,424
Less: Current Tax	1,14,67,404	1,14,46,709
Less: Deferred Tax	3,55,025	4,02,035
Profit / Loss After Tax	2,37,29,791	3,09,69,511

STATE OF COMPANY'S AFFAIRS

During the year under review, the revenue from operations of the company has been decreased from Rs. 67,68,52,000/- to Rs. 46,47,99,500/-. The total expenses of the company has also been decreased from Rs. 64,78,08,108/- to Rs. 43,57,58,365/-. Consequently, the profit before tax of the company during the year also reduced from Rs. 5,10,10,680/- to Rs. 4,16,17,001/-.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business activities of the Company.

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DIVIDEND

With a view to conserve the resources of the Company; the directors are not recommending any dividend for the year under review.

AMOUNT TRANSFERRED TO RESERVES

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year. The profit of Rs. 2,37,29,791/- earned by the company was accumulated in the Surplus.

CHANGE IN SHARE CAPITAL, IF ANY

During the Financial Year 2015-16, there was no change in the share capital of the Company.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT – 9, for the Financial Year 2015-16 has been enclosed with this report. **(Annexed as Annexure – A)**

NUMBER OF BOARD MEETINGS

During the financial year 2015-16, fifteen meetings of the Board of Directors were held as under-

Sr. No.	Date of Board Meetings	Number of Directors on the Board	Number of Directors present
1	28.04.2015	4	4
2	05.05.2015	4	4
3	01.06.2015	4	4
4	22.06.2015	4	3
5	16.07.2015	4	4
6	03.08.2015	4	4

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7	20.08.2015	4	4
8	01.09.2015	4	4
9	09.10.2015	4	4
10	30.10.2015	4	4
11	02.11.2015	4	4
12	28.12.2015	2	2
13	21.01.2015	2	2
14	28.01.2015	2	2
15	14.03.2016	2	2

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT UNDER SECTION 186

The Company has not made any loan or given guarantee or provided security or made investment under section 186 of the Companies Act, 2013 during the year under review.

PARTICULARS OF CONTRACTS OR ARRAGEMENTS WITH RELATED PARTIES

During the year under review, the company has not entered into any contracts / transactions with the related parties as prescribed under Section 188 of the Companies Act, 2013.

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 is not applicable to the Company.

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

The details of material changes and commitment affecting the financial position of the company occurred between the ends of the financial year to which these financial statements relate and the dates of the report are as under –

- The financial facility availed from the Reliance Home Finance Limited increased from Rs.20.00 Crore to Rs.25.00 Crore.

- The financial facility availed from the Tata Capital Housing Financial Limited increased from Rs.30 Crore to Rs.50.00 Crore.

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

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to the Company in absence of any manufacturing activity.

There were no foreign exchange earnings or outgo during the year ended 31st March, 2016.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

RISK MANAGEMENT POLICY OF THE COMPANY

As the Company being a Private Company, the element of risk threatening the Company's existence is very minimal and does not have any Risk Management Policy.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review,

Corporate Office:
Rajhans Infracon (India) Pvt. Ltd.
Rajhans House, 3rd Flr., Opp. Gitanjali Petrol Pump,
Varachha Road, Surat - 395 006. (Guj.) India
Tel: 0261 - 2551129, 2553307, 2541456, 2503041/42 Fax : 0261 - 2541496
Email : info@rajhans.co.in Web.: www.rajhans.co.in
CIN NO.: U70102GJ2010PTC059951

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- Mr. Sanjaykumar Shivlal Jain (DIN: 00110592) was appointed as on 23rd February, 2015 as an additional director of the company. His office as director expired at the last Annual General Meeting held on 30th September, 2015.
- Mr. Vijaykumar Desai (DIN – 00061000) resigned from the directorship of the company with effect from 2nd November, 2015.
- Mr. Sunilkumar Shivlal Jain (DIN – 02449217) resigned from the directorship of the company with effect from 2nd November, 2015.

DECLARATION OF INDEPENDENT DIRECTORS

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

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

The Board of your company had constituted a CSR Committee and has developed a CSR Policy. The required disclosure as per Section 135 of the Companies Act, 2013 read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 forms a part of Board's Report and the same is disclosed as "**Annexure** –"B".

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.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended 31st March, 2016, the Board of Directors hereby confirms that -

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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.

DEPOSITS

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

STATUTORY AUDITORS

At the Annual General Meeting held on 30th September, 2014, M/s. PKMG & COMPANY, Chartered Accountants.,(Firm Registration No. 129894W) were appointed as Auditors of the Company for five consecutive financial years i.e. till the financial year 2018-19 who shall hold office till the conclusion of Annual General Meeting to be held for the financial year 2018-19. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. PKMG & COMPANY, Chartered Accountants, as statutory auditors of the Company for the financial year 2016-17, is to be placed for ratification by the shareholders. In this regard, the Company hasreceived a certificate from the auditors to the effect that if their appointment is ratified in ensuing Annual General Meeting, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

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COST AUDITORS

The Company was not required to appoint Cost Auditor during the year under review.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES.

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.

ACKNOWLEDGEMENTS

The Directors expressed their sincere appreciation to the valued shareholders, bankers and clients for their support.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
RAJHANS INFRACON (INDIA) PRIVATE LIMITED

Shivlal Jain

JAYESHKUMAR BATUKRAI DESAI	**SHIVLAL GOKULCHAND JAIN**
DIRECTOR	**DIRECTOR**
DIN 000609077	**DIN 00061146**

Date: 01.09.2016
Place: Surat