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DIRECTOR'S REPORT

TO,
THE MEMBERS
DIUS BUSINESS PRIVATE LIMITED
Your Directors have pleasure in presenting their 3rd **Annual** Report on the business and operation of the company and the accounts for the financial year Ended 31st March, 2015.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March, 2015 and the corresponding figures for the last year are as under:-

(Amount in Rupees)

Particulars	**2015**	**2014**
INCOME		
Income From Operation	0	0
Other Income	6515942	988552
TOTAL	6512942	988552
Less:		
EXPENDITURE	6515942	988552
Less:		
Profit Before Tax And Extra Ordinary Item	0	0
Less:		
Provision For Taxation	0	0
Deferred Tax Liability	0	0
Current tax expense relating to prior years	0	0
PROFIT AFTER TAX	**0**	**0**
Appropriation of profit:		
Dividend	---	---
Dividend Tax	---	---
Profit transfer to B/S.	**0**	**0**

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

Your Directors are hopeful in process for the alternative avenues for the business activities of the company and look forward to have new avenues in the coming years.

3. CHANGE IN THE NATURE OF BUSINESS:

There is no Change in the nature of the business of the Company done during the year.

4. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

No material changes and commitments affecting the financial position of the Company occurred during the financial year to which these financial statements relate on the date of this report.

5. DIVIDEND:

To strengthen the financial position of the Company and to augment working capital your directors regret to declare any dividend.

6. MEETINGS:

Six meeting of the Board of Directors were held during the financial year.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under Shri Gitaben Chetankumar Astik has been appointed as the director of the company during the financial year under review.

8. 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.

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

The provisions Corporate Social Responsibility is not applicable to the company.

10. RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

11. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The Company has neither subsidiary nor any joint venture or any associate company so need not to prepare statements in the form of AOC-1.

12. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

13. CHANGES IN SHARES CAPITAL:

The Company has not issued any Equity Shares during the year under review.

14. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENT RIGHTS:

The company has not issued any equity shares with differential voting rights during the Financial year and it is therefore not required to make disclosures specified in Rule 4 (4) of Companies (Share Capital and Debenture) Rules, 2014.

15. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

The company has not issued any Sweat Equity Shares during the financial year and it is therefore not required to make disclosures specified in Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014.

16. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION:

The company has not issued any shares under Employee Stock Option Scheme during the financial year and it is therefore not required to make disclosures specified in Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014.

17. STATUTORY AUDITORS:

Rajesh Jesalpura &Co. (Membership No. NO.44252) Chartered Accountants, Statutory Auditors of the company retired at the ensuing Annual General Meeting but being eligible offer themselves for reappointment. They have confirmed their eligibility and willingness for the next term from the conclusion of ensuing annual general meeting to the conclusion of 7th Annual General Meeting. The Board of Directors, therefore, recommends the appointment for the period 2015-2019 of Rajesh Jesalpura &Co. (Membership No. NO.44252), Chartered Accountants, as statutory auditors of the company for the approval of Shareholders.

18. AUDITORS' REPORT:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments.

19. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as **ANNEXURE 'A'**.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The company has not given any loan or guarantee or provided any security or mad any investment under section 186 of the Companies Act, 2013.

21. DEPOSIT:

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

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The section 188 in respect of related party transactions will not apply to the company.

23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2014-15.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREGIN EXCHANGE EARNING AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy :

1.	the steps taken or impact on conservation of energy	Company's operation does not consume significant amount of energy.
2.	the steps taken by the company for utilizing alternate sources of energy.	Not applicable, in view of comments in clause (i)
3.	the capital investment on energy conservation equipment's	Not applicable, in view of comments in clause (i)

(B) Technology absorption:

1.	the effort made towards technology absorption	**NIL**
2.	the benefits derived like product improvement cost reduction product development or import substitution	**NIL**
3.	in case of imported technology (important during the	**NIL**

	last three years reckoned from the beginning of the financial year) (a) the details of technology imported (b) the year of import (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and reason thereof	
4.	the expenditure incurred on Research and Development	**NIL**

(C) Foreign exchange earnings and outgo:

During the year, the total foreign exchange used was Rs. Nil and the total foreign exchange earned was: **Nil**

25. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

26. DIRECTORS'S RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013 shall state that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures:

(b) The director 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;

(c) The director 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;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

27. **ACKNOWLEDGEMENTS:**

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DIUS BUSINESS PRIVATE LIMITED

-s/d-
CHAIRMAN
(Prafulbhai V. Pithadia)
DIN: (05192808)

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS

CIN	:	**U29224GJ2012PTC069247**
Registration Date	:	01/03/2012
Name of the Company	:	**DIUS BUSINESSPRIVATE LIMITED**
Category/Sub-category of the Company	:	Private Company
Address of the Registered office & contact details	:	101,Radheshyam Appartment,Near Jain Gosalia Bhavan, Sir Pattani Road,Meghani Circle, Bhavnagar -364001
Whether listed company	:	NO.
Name, Address & contact details of the Registrar & Transfer Agent, if any.	:	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable of Section

NONE

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS **1. Indian** a) Individual /HUF b) Central Govt. c) State Govt. (s) d) Bodies Corp. e) Banks/ FI f) Any Other...		50000	50000	100%		50000	50000	100%	NIL
SUB TOTAL (A) (1):		50000	50000	100%		50000	50000	100%	NIL
2) Foreign a) NRIs Individuals b) Other Individuals c) Bodies Corp. d) Banks/ FI e) Any Other...	NIL								
SUB TOTAL (A) (2):	---	---	---	---	---	---	---	---	---
Total shareholding of Promoter(A)=(A)(1)+(A)(2):		50000	50000	100.%		50000	50000	100.%	NIL
B. PUBLIC SHAREHOLDING **1) Institutions** a) Mutual Funds b) Banks/ FI c) Central Govt. d) State Govt. (s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds i) others (specify)									
SUB TOTAL (B) (1):	---	------	-----	-----		------	----	----	NIL
2) NON INSTITUTIONS **a) Bodies Corp.** i) Indian ii) Overseas b) individual i) Individual shareholders holding nominal share capital upto Rs. 1 Lac ii) Individual shareholders holding nominal share capital in excess of Rs, 1 Lac c) Others (Specify) Trusts	NONE								

Custodians/ Clearing Member NRIs									
SUB TOTAL (B) (2):	---	---	---	---	---	---	---	---	---
Total shareholding of Promoter(B)=(B)(1)+(B)(2):	---	-----	----	-----	-----	----	----	---	NIL
C. Shares Held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Grand TOTAL (A+B+C)	---	50000	50000	100%		50000	50000	100%	NIL

II. Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of shares Pledged/ encumbered to total Shares	
1.	Cheatan B. Astik	25000	50.00%	NIL	25000	50.00%	NIL	NIL
2.	Prafulbhai V. Pithadia	25000	50.00%	NIL	25000	50.00%	NIL	NIL

III Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	No changes during the year			
	Data wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.)	No changes during the year			
	At the end of the year	No changes during the year			

III. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
NONE					

IV. Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	**Cheatan B. Astik**				
	At the beginning of the year	25000	50.00%	25000	50.00%
	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	No change	No change	No change	No change
	At the end of the Year	25000	50.00%	25000	50.00%
2.	**Prafulbhai V. Pithadia**				
	At the beginning of the year	25000	50.00%	25000	50.00%
	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	No change	No change	No change	No change
	At the end of the Year	25000	50.00%	25000	50.00%

V. INDEBTEDNESS

(in Rupees`)

	Secured Loan excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of thefinancial year				
i) Principal Amount	NIL	1250305	NIL	1250305
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
TOTAL (i+ii+iii)	NIL	1250305	NIL	1250305
Change in Indebtedness duringthe financial year				
Addition	NIL	5435100	NIL	5435100
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	5435100	NIL	5435100
Indebtedness at the end of thefinancial year				

i) Principal Amount	NIL	6685405	NIL	6685405
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
TOTAL (i+ii+iii)	NIL	6685405	NIL	6685405

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.		**Name of MD/WTD/Manger**		**TOTAL(AMT)**
		Cheatan B. Astik	**Prafulbhai V. Pithadia**	
1.	**Gross Salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961	**NIL**	**NIL**	**NIL**
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	**NIL**	**NIL**	**NIL**
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	**NIL**	**NIL**	**NIL**
2.	Stock Option	**NIL**	**NIL**	**NIL**
3.	Sweat Equity	**NIL**	**NIL**	**NIL**
4.	Commission - as % of Profit - Others, Specify.	**NIL**	**NIL**	**NIL**
5.	Others, Please Specify...	**NIL**	**NIL**	**NIL**
	TOTAL (A)	**NIL**	**NIL**	**NIL**
	Ceiling as per the Act			

B. Remuneration to other Directors

Sr. No.		**Name of Directors**		**Total Amount (in `)**
1.	**Gross Salary**			
	(a) Salary as per provisions contained	NIL	NIL	NIL

	in section 17(1) of the Income Tax Act,1961			
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of Profit - Others, Specify.	NIL	NIL	NIL
5.	Others, Please Specify...	NIL	NIL	NIL
	TOTAL (A)	NIL	NIL	NIL
	Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.		**Key Managerial Personnel**		**Total Amount (in `)**
1.	**Gross Salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961	**NO KEY MANAGERIAL PERSON APPOINTED**		
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of Profit - Others, Specify.			
5.	Others, Please Specify...			
	TOTAL (A)			
	Ceiling as per the Act			

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment compounding of fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding					
B. Directors Penalty Punishment Compounding			NONE		
C. OTHER OFFICERS IN DEFAULS Penalty Punishment Compounding					

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DIUS BUSINESS PRIVATE LIMITED

-s/d-
CHAIRMAN
(Prafulbhai V. Pithadia)
DIN: (05192808)