# DIRECTOR'S REPORT

To,

THE MEMBERS OF VRAJ PLAZA PVT.LTD.

Your directors have pleasure in presenting the forth annual report of the company together with the audited accounts for the year ending at 31st March 2015.

(1) Financila Result & Dividend

The company has not started its operation. However because of the fixed and administrative exps like interest the company has incurred losses of Rs11.41 lakhs. (Rs.10.07 lakhs for previous year). In view of the losses and no business no dividend is declared by the company.

(2) *Operations*& Prospect.

Because of very depressed market conditions the company could not start the business. However now the legal formalities of taking necessary permission to construct the scheme are over and now company has started the business activity.

*(3) Transfer of unclaimed dividend to investor education and protection fund*

*Nil. (There is no declaration of dividend till date)*

(4) Materials changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report.

Nil.

(5) conservation of energy, technology absorption, foreign exchange earnings and outgo

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

(6) Statement concerning development and implementation of risk Management policy of the company

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

(7) Particulars of loans, guarantees or investments made under section 186 of the Companies act, 2013

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

(8) Particulars of contracts or arrangements made with related parties

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

(9) Annual return

The extract of the annual return in form no MGT9 shall form part of the Board report.

(10) Corporate Responsibility

Not Applicable.

(11) Shares

The Company has not bought back any of its securities during the year under review. The Company has not issued any Sweat Equity Shares during the year under review. No Bonus Shares were issued during the year under review.

(12) Directors.

There is no change in the Directors.

(13) Disclosure of composition of audit committee and providing vigil mechanism

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.

(14) Details of significant orders passed by any regulatory authority affecting The going concern status and financial stratum of the company.

*Nil*

(15) Details of subsidiary, associate & Joint ventures.

*Nil*

(16) Deposits.

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

(17) Directors' Responsibility statement

Pursuant to the Requirement U/s 134(5) of the companies Act 2013 the Board of the directors confirms 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 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;

(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 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.

(18) Auditors.

M/s A.J.Mandera & Co Chartered Accountants,-Bhavnagar were appointed as Statutory Auditors for a period of F.Y.2014-15 year in the last Annual General Meeting. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

(19) Auditors Report:

The Auditors report is self-explanatory and therefore does not call for any further comments.

Acknowledgement

The Directors desire to place on record their satisfaction of the services rendered by the loyal and dutiful employees of the Company and co-operation extended by their Banker and Creditors. The Directors also express their gratitude to the Shareholders for the Confidence reposed in the management of the company.

Place: Bhavnagar.

Date:17/08/2015

For and on behalf of the Board of Directors
of VRAJ PLAZA PVT LTD.

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|---|---|
| (Pankaj B. Shah) | (Vipul B. Shah) |
| (Director) | (Director) |
| (DIN: 595997) | (DIN: 1212170) |