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NOTICE

NOTICE is hereby given that the **19th Annual General Meeting** of the Members of the Company will be held onFriday,30th September, 2016 at 10.30 A.M. at the Registered Office of the Company at307/308, Sarthik Square, Nr. U. S. Pizza, Nr. Pakwan Hotel, S. G. Highway, Ahmedabad – 380015to transact the following business:

ORDINARY BUSINESS:

(1) To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March,2016 and Statement of Profit and Loss and Cash flow Statement for the year ended on 31st March, 2016and the Report of the Directors' and Auditors' thereon.

(2) To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT the appointment of M/s. S.K. Jha & Co., Chartered Accountants (who were appointed by members as statutory auditors of the company) having Firm Registration No. 126173W be and is hereby ratified until the conclusion of the next Annual General Meeting of the company, on such remuneration as may be decided by any Director of the Company.

NOTE:

(1) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.

By Order of The Board
SWAGAT INFRASTRUCTURE PRIVATE LIMITED

Date: 06/09/2016
Place: Ahmedabad
Registered office
307/308, Sharthik Square, Nr. U. S. Pizza,
Nr. Pakwan Hotel, S. G. Highway,
Ahmedabad – 380015.

(Signature)
Tarun Varma
Director
DIN: 01665429

SWAGAT INFRASTRUCTURE PRIVATE LIMITED
DIRECTORS' REPORT

To,
THE MEMBERS

Your Directors present herewith the **19th ANNUAL REPORT** together with the Audited Financial Statements and Auditors' report thereon for the year ended 31st March, 2016.

FINANCIAL RESULTS/ STATE OF COMPANY AFFAIRS:

The Financial Results of the Company for the year ended on 31st March, 2016 are as follows:-

(Amt. in Lacs)(Rs.)

Particulars	Year 2015-2016	Year 2014-2015
Gross Income	**4539.17**	**7455.44**
Profit / (loss) Before Depreciation, Amortization and Taxation	702.85	875.59
Depreciation and Amortization	82.73	98.00
Profit / (Loss) before Taxation	***620.12***	***777.60***
Extra Ordinary Item	***Nil***	***Nil***
Provision for taxation - For Current Tax Provision for taxation - For Deferred Tax MAT credit Entitlement	205.48 26.51 ---	275.00 1.90 ---
Profit / (Loss) after Taxation	***388.13***	***500.69***
Appropriations: Proposed Dividend	Nil	Nil

DIVIDEND AND TRANSFER TO RESERVES:

In order to conserve the resources, your directors do not recommend any payment of dividend for the year under review. On account of service tax audit conducted by the Service Tax Deportment for the period 01/04/2008 to 31/03/2013, the excess amount paid towards service tax by the Company amounting to Rs. 18,66,659/- is transferred to general reserves.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY:

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the company under review and the date of the Boards' Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

It is hereby stated that:

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

(b) The Directors have 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 of the Company for that period.

(c) The 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;

(d) The Directors have prepared the annual accounts ongoing concern basis.

(e) 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.

NUMBER OF BOARD MEETINGS OF THE BOARD:

During the year under review, the Board of Directors duly met 6 times and the details of attendance of directors are as follows:

Name of Director	Date of Board Meeting						Total No. of Meetings attended
	13/05/2015	03/09/2015	27/10/2015	19/11/2015	22/01/2016	18/02/2016	
Mr. Tarun Varma	√	√	√	√	√	√	6/6
Mr. Mrunal Varma	√	√	√	√	√	√	6/6
Mr. Gaurav Varma	√	√	√	√	√	√	6/6

During the year 2015-16 the Corporate Social Responsibility Committee duly met 2 times and the details of attendance of members are as follows:

Name of Members	Date of CSR Committee Meetings		Total No. of Meetings attended
	13/05/2015	03/09/2015	
Mr. Tarun Varma	√	√	2/2
Mr. Mrunal Varma	√	√	2/2
Mr. Gaurav Varma	√	√	2/2

DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 during the year under review.

LOANS FROM DIRECTOR/RELATIVE OF DIRECTOR:

The balances of monies accepted by the Company from Directors / relatives of Directors at the beginning of the year were Rs. 10,30,49,598/- and at the close of year was Rs. 10,14,18,959/-.

LOANS, GUARANTEES & INVESTMENTS U/S 186:

During the year under review the Company has not granted any loan, made any investment or given any guarantee or security falling under the purview of the provision of the section 186 of the Companies Act, 2013.

EXTRACTS OF ANNUAL RETURN:

Extract of the Annual Return for the financial year ended under review in the prescribed form MGT - 9, pursuant to provisions of Section 92(3) of the Companies Act, 2013 is annexed to this report as **Annexure I.**

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Details of contracts or arrangements with related parties referred to in 188 (1) are as per **Annexure - II.**

STATUTORY AUDITORS AND THEIR OBSERVATION:

M/s. S.K. Jha & Co., Chartered Accountants (Firm Registration No. 126173W) were appointed as Statutory Auditors, for a term of five years to hold office till the conclusion of the Annual general Meeting to be held for the financial year ending on 31st March, 2019, subject to the ratification by the members at every Annual general Meeting. Accordingly, the appointment of said Statutory Auditors of the Company, is placed for ratification by the members.

The Auditors' Report to the members for the year under review does not contain any qualification.

CORPORATE SOCIAL RESPONSIBILITY:

The details about the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been disclosed in **Annexure-III** to this Report.

INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has an Internal Financial Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Financial Control function is well defined.

VIGIL MECHANISM POLICY:

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower Policy. Through this policy Directors, Employees may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the designated director as mentioned in the policy.

PARTICULARS OF EMPLOYEES:

During the year under review, there are no employees drawing remuneration which is in excess of the limit as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RISK MANAGEMENT POLICY:

The Management regularly reviews the risk and took appropriate steps to mitigate the risk. The company has in place the Risk Management policy. The Company has a robust Business Risk Management (BRM) framework to identify, evaluate, business risks, Financial risk, Competition risk, Human resource risk. In the opinion of the Board, no risk has been identified that may threaten the existence of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated hereunder:-

Conservation of Energy:

1. The steps taken or impact on conservation of energy:-

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

2. The steps taken by the company for utilizing alternate sources of energy.

Company has not taken any step for utilizing alternate sources of energy.

3. The capital investment on energy conservation equipments.

Company has not made any capital investment on energy conservation equipments.

Technology Absorption

Company has not imported any technology and hence there is nothing to be reported here.

Foreign Exchange Earning and Outgo:

The details of Foreign exchange Earnings and outgo during the year are as follows:

Particulars	2015-2016	2014-2015
Foreign Exchange Earnings (Rs.)	NIL	NIL
Foreign Exchange Outgo(Rs.)	NIL	NIL

ACKNOWLEDGMENT:

Your Directors are thankful to regulatory and Government authorities, bankers and clients of the Company.

FOR AND ON BEHALF OF THE BOARD
FOR SWAGAT INFRASTRUCTURE PVT LTD

	Tarun S Varma	**Gaurav S Varma**
Date: 06th September 2016	**Director**	**Director**
Place: Ahmedabad	**DIN – 01665429**	**DIN - 01665395**

Annexure - II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arms' length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Details						
Name of Related Party	**Nature of relationship**	**Nature of contracts/ arrangements/ transaction**	**Duration of the contracts/ arrangements /transaction**	**Salient terms of the contracts or arrangements or transaction including the value, if any (In Rs.)**	**Date of approval by the Board, if any**	**Amount paid as advance s, if any**
Tarun Varma	Director	Availing services (Taking premise on rent)	01/04/2015 to 31/03/2016	Rs. 2,73,000/-	As per note below	As per note below
Gaurav Varma	Director	Availing services (Taking premise on rent)	01/04/2015 to 31/03/2016	Rs. 21,000/-	As per note below	As per note below
Mrunal Varma	Director	Availing services (Taking premise on rent)	01/04/2015 to 31/03/2016	Rs. 21,000/-	As per note below	As per note below
Ushadevi Varma	Relative of Director	Availing services (Taking premise on rent)	01/04/2015 to 31/03/2016	Rs. 2,73,000/-	As per note below	As per note below
Priti Varma	Relative of Director	Availing services (Taking premise on rent)	01/04/2015 to 31/03/2016	Rs. 84,000/-	As per note below	As per note below
Tarun S Varma	Director	Profit share in the scheme	01/04/2015 to 31/03/2016	Rs. 25,66,425/-	As per note below	As per note below
Tarun S Varma	Director	Land share in the scheme	01/04/2015 to 31/03/2016	Rs. 35,10,990/-	As per note below	As per note below
Gaurav Varma	Director	Profit share in the scheme	01/04/2015 to 31/03/2016	Rs. 25,66,425/-	As per note below	As per note below

Gaurav Varma	Director	Land share in the scheme	01/04/2015 to 31/03/2016	Rs. 35,10,990/-	As per note below	As per note below
Mrunal Varma	Director	Profit share in the scheme	01/04/2015 to 31/03/2016	Rs. 25,66,425/-	As per note below	As per note below
Mrunal Varma	Director	Land share in the scheme	01/04/2015 to 31/03/2016	Rs. 35,10,990/-	As per note below	As per note below
Ushadevi Varma	Relative of Director	Profit share in the scheme	01/04/2015 to 31/03/2016	Rs. 25,66,425/-	As per note below	As per note below
Ushadevi Varma	Relative of Director	Land share in the scheme	01/04/2015 to 31/03/2016	Rs. 35,10,990/-	As per note below	As per note below
Priti Varma	Relative of Director	Profit share in the scheme	01/04/2015 to 31/03/2016	Rs. 20,53,140/-	As per note below	As per note below
Priti Varma	Relative of Director	Land share in the scheme	01/04/2015 to 31/03/2016	Rs. 28,08,794/-	As per note below	As per note below

Note:
Appropriate approvals have been taken for related party transactions. No amount was paid as advance.

FOR AND ON BEHALF OF THE BOARD
FOR SWAGAT INFRASTRUCTURE PVT LTD

Tarun S Varma
Director
DIN - 01665429

Gaurav S Varma
Director
DIN - 01665395

Date: 06th September 2016
Place: Ahmedabad

Annexure III

1. The Company has its CSR Policy within broad scope laid down in Schedule VII to the Act, as projects / programs / activities, excluding activities in its normal course of business. The policy is duly approved by the Board of Directors in its meeting held on 30th June, 2014.

2. **Composition of CSR Committee.**

   We have a CSR committee that provides oversight of CSR policy execution to ensure that the CSR objectives of the Company are met which is headed by Mr. Tarun Varma, Director who is also the Chairperson of CSR Committee. Our CSR committee comprises of following:

   a) Mr. Tarun Varma, Director
   b) Mr. Mrunal Varma, Director
   c) Mr. Gaurav Varma, Director

3. **Average net profit of the Company for the past three years:**

   The average net profit is as detailed below:

Particulars	(Rs.)
Average net profits for last three financial years	Rs. 10,20,79,345/-

4. **Prescribed CSR expenditure:**

   Prescribed CSR expenditure is as detailed below:

Particulars	(Rs.)
Prescribed CSR expenditure	Rs. 20,41,587/-

5. **Details of CSR spent during the financial year 2015-16.**

Particulars	(Rs.)
(a) Total amount spent during the year	Rs.5,65,100/-
(b) Amount unspent if any	Rs. 14,76,487/-

(c) Manner in which the amount is spent during the financial year is detailed below:

Sr. No.	CSR project or activity identified	Sector in which the projects covered	Projects or programs: 1) Local Area or other 2) Specify the state and district where the project or program was undertaken	Amount outlay (Budget) project or programs wise	Amount spent on the projects or programs sub-heads: 1) (Direct Expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1	Towards promoting Education for Blind Daughter' Education and their Hostel accomodation	Promoting education to the differently abled children	Ahmedabad	20000	15000	15000	Through Andh Kalyan Kendra

2	Promoting Education among and providing things and other allied items for the help of Physically handicapped Children.	Promoting education to the differently abled children	Ahmedabad	30000	30000	30000	Through Apang Ekta Samiti
3	Animal hospitality	Animal Welfare	Ahmedabad	20000	15000	15000	Through Asha Foundation
4	Tiffin seva to Civil Hospital TB Section	Promoting Social Welfare activities	Ahmedabad	20000	15000	15000	Through Ashirvad Lok Kalyan Trust
5	Providing facilities for Old age homes	Promoting welfare for Senior Citizens	Ahmedabad	20000	15000	15000	Through Avval Foundation
6	Providing assistance for providing food to rural people	Rural Development Projects	Ahmedabad	7500	5100	5100	Through Chamunda Mataji Navnirman Mandir
7	Promoting education among Blind Children and assisting in selling of items prepared by them	Promoting education to the differently abled children	Ahmedabad	20000	15000	15000	Through Dr. Jit Mehta Balshala Trust
8	Tiffin seva to Civil Hospital TB Section	Promoting Social Welfare activities	Ahmedabad	8000	7500	7500	Through Gujarat Dardi Lok Kalyan Trust
9	Providing assistance to blind student for getting employment	Promoting employment enhancing vocational skills	Ahmedabad	20000	15000	15000	Through Gujarat Stree Pragati Mandal
10	Animal hospitality	Animal Welfare	Ahmedabad	20000	15000	15000	Through Jivdaya Charitable Trust
11	Tiffin seva to VS Hospital and Civil Hospital	Promoting Social Welfare activities	Ahmedabad	20000	15000	15000	Through Manav Kartavya
12	Tiffin seva to VS Hospital	Promoting Social	Ahmedabad	20000	15000	15000	Through Manav Seva

	and Civil Hospital	Welfare activities					Charitable Trust
13	Tiffin seva to VS Hospital and Civil Hospital	Promoting Social Welfare activities	Ahmedabad	20000	15000	15000	Through Manav Seva Trust
14	Medical Assistance to patient, Tiffin Seva and providing note book and pencil to poor student.	Promoting Social Welfare activities	Ahmedabad	20000	15000	15000	Through Mother Krishna Charitable Trust
15	Promoting education for girls	Promoting education for girls	Ahmedabad	15000	11000	11000	Through Mukhyama ntrishri Kanya Kelavani Nidhi
16	Promoting education to the differently abled children	Promoting education to the differently abled children	Ahmedabad	20000	15000	15000	Through Navjeevan Charitable Trust
17	Providing facilities for Old age homes	Promoting welfare for Senior Citizens	Ahmedabad	35000	30000	30000	Through Nirmal Seva Trust
18	Providing Food and Medical Treatment to needy person	Promoting preventive health care	Ahmedabad	135000	132000	132000	Through Om Shree Guru Krishna Charitable Trust
19	Promoting education for the blind children	Promoting education to the differently abled children	Ahmedabad	20000	15000	15000	Through School for Deaf Mutes Society
20	Animal hospitality	Animal Welfare	Ahmedabad	20000	15000	15000	Through Shree Prabhav Hem Kamdhenu Girivihar Trust
21	Providing Tiffin Seva	Promoting Social Welfare activities	Ahmedabad	8000	7500	7500	Through Shree Sthanakvasi Jain Sangh

22	Promoting Education for Blind Children	Promoting education to the differently abled children	Ahmedabad	85000	81000	81000	Through Shri Apang Abhyuday Mandal
23	Animal hospitality	Animal Welfare	Ahmedabad	25000	21000	21000	Through Swaminarayan Mandir Jetalpur
24	Providing Food and other items to needy person.	Promoting Social Welfare activities	Ahmedabad	20000	15000	15000	Through Swavalamban Trust
25	Providing facilities for Old age homes	Promoting welfare for Senior Citizens	Ahmedabad	20000	15000	15000	Through Vikash Gruh Trusty Mandal

*Give details of implementing agency.

6. *At present the Company has identified promotion of education and empowerment of differently abled children and senior citizens as the area for undertaking CSR Activities. The activities are on-going where the Company will have more engagement over the years to come. Also the Company is assessing and pondering over other areas including promotion preventive health care and other social welfare areas where the Company can carry out its CSR activities. Such activities involve time and effort and sum will be spent in coming period. In view of present circumstances the Company was not able to spend the minimum prescribed percentage towards CSR Activities during the year under review.*

7. Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies Rules (Corporate Social Responsibility Policy) Rules, 2014, CSR Committee, do confirm that the implementation and monitoring of CSR policy, is in compliance with the CSR objectives and policy of the Company.

FOR AND ON BEHALF OF THE BOARD
FOR SWAGAT INFRASTRUCTURE PVT LTD

Tarun S Varma
Director
DIN – 01665429

Gaurav S Varma
Director
DIN - 01665395

Date: 06th September 2016
Place: Ahmedabad