TATHYA INFRASPACE PRIVATE LIMITED
504, EARTH ARISE, NEAR Y.M.C.A CLUB, VEJALPUR, S.G. HIGHWAY, AHMEDABAD - 380 051
PHONE: 00919323056673
EMAIL :finance@tathyainfra.com WEBSITE: www.tathyainfra.com
CIN :U70101GJ2015PTC085276

DIRECTORS' REPORT

To,
The Members,
TATHYA INFRASPACE PRIVATE LIMITED

Your Directors are pleased to present the 1st Annual Report with the Audited Accounts of the company for the year ended on 31st March, 2016 and report of Board of Directors and Auditor's there on.

1. **Financial Results :**

The summarized financial results for the year are as under:

(Amount in ₹)

Particulars	**2015-2016**
Income	--
Less : Expenditure	--
Net profit /(Loss) before tax	--
Less : current Tax	--
Less : Deferred Tax	--
Excess/ (Short) provisions of earlier year Tax	--
Net profit /(Loss) after tax	--
Balance of Profit and loss brought forward form previous year	--
Balance of Profit and loss carried forward to balance sheet	--

2. **Dividend :**

Looking to the expansion of business, the board of directors does not recommend any dividend.

3. **Reserves :**

The company has not transferred any amount from the profit and Loss Account to the General Reserves during the year ended on 31st March, 2016.

CERTIFIED TRUE COPY
For, V K J D & ASSOCIATES
Chartered Accountants

Partner CA Jignesh Shah
Mem. No. 117481

4. **Operations :**

Your Directors have pleasure to inform you that the Company is ready to start its Commercial activities. The company is engaged in the activities in relation to Builders and developers. This is to first year of the company incorporation therefore company is try to develop its business in the same fields and company is confident to achieve higher income in the Coming years.

5. **Change in nature of Business :**

There has not been any change in the nature of the Business during the year ended on 31^{st} March, 2016.

6. **Changes in Share Capital :**

The Authorized Equity share Capital was increased from ₹ 1 Lacs to ₹ 2 Crores dated 7^{th} January, 2016 and the Company has allotted Equity Shares during the year through right issue which was resulted into increased in Paid up Equity share Capital from ₹ 1 Lacs to ₹ 2 Crores dated 13^{th} January, 2016.

a) There was no issue of equity shares with differential rights, as to voting, dividend or otherwise.
b) There was no issue of shares as sweat equity shares or employee stock options.
c) No money has been provided by company for purchase of its own shares by employees or by trustees for the benefit of employees.

7. **Deposit :**

The company has not accepted any deposit from public during the year under review as per the provisions of companies Act, 2013 and rules made there under.

Further, the company has received money from the Directors of the Company during the year under review. The said Directors have furnished to the company at the time of giving the money, a declaration in writing to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

8. **Particulars of Loans, Guarantees, or Investments under section 186 of the Companies Act, 2013:**

There were no loans and guarantees given, Security provided and investments made under Section 186 of the Companies Act, 2013 during the year ended on 31^{st} March, 2016.

9. **Particulars of contracts or arrangements with related parties under section 188(1) of the Companies Act, 2013:**

During the year under review, the company had not entered into any contract or arrangement or transactions with related parties as referred in Section 188 of the Companies Act, 2013. Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements.

10. **Extract of the annual return :**

The details forming part of the extract of Annual Return in form **MGT -9** is attached as **Annexure – 1.**

11. **Number of meetings of the Board of Directors:**

During the year ended on 31st March, 2016, 7 (Seven) Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 & Secretarial Standard - 1.

12. **Subsidiaries, Joint Venture and Associates Companies :**

The Company does not have any subsidiary, joint venture and Associate Companies. Therefore, there is no requirement to give a statement containing salient features of the financial statements of Subsidiaries, associates and joint venture companies in Form AOC-1 in terms of Section 129(3) of the Companies Act, 2013.

13. **Details of Directors:**

The Board of Directors consists of two directors, out of which one is Managing Director and other is Additional Director.

Mr. keval Mehta has been playing key role in successful implementation of strategy and performance of the Company and looking to his dedicated hard work, leadership quality and expertise the Board appointed Mr. Keval Mehta, as a Managing Director of the Company with effect from 9th January, 2016. Further, Mr. Kushal Patira has been appointed as an Additional Director w.e.f. 9th January, 2016. Then after Mrs. Jigisha Mehta, has tendered her resignation from the post of Directorship and Board accepted the same on 13th January, 2016.

14. Directors' 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 have 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 year and of the profit or 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 the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the director had prepared the annual accounts on a going concern basis;

f) Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Particulars of Employees:

None of the employees of the Company were in receipt of the remuneration exceeding limits pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

16. Managerial Remuneration:

The company is not require to make disclosures pursuant to Rule 5(1) of Companies (Appointment and Remuneration of Managerial personnel) Rule, 2014 relating to Managerial Remuneration being an unlisted company.

17. Risk Management :

The company has risk management approach across the enterprise at various levels including documentation and reporting. This helps the organization in indentifying the risk, its exposures and potential impacts. Looking to the nature of business activity the company does not foresee any risk and hence it has not devised any risk management policy.

18. Internal Control System and their adequacy :

Your Company maintains an adequate and effective internal control system, commensurate with its size and complexity. Your Company believes that these internal control systems provide a reasonable assurance that the Company's transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting procedure, principles and operating procedures and that the assets of the Company are adequately safeguarded against significant misuse or loss.

19. Corporate Social Responsibility Initiatives:

The provisions of Corporate Social Responsibility are not applicable to Company as the company does not fall within the prescribed limits given under section 135 of the companies Act, 2013. Hence, The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

20. Material changes and commitments :

There has not been any Material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

21. Significant and Material Orders passed by the Regulators / Courts / Tribunals:

There were no significant material orders passed during the year by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

22. Conservation of energy, technology absorption and foreign exchange earnings and outgo :

Information in accordance with the provisions of section 134(3)(m)of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 regarding conservation of energy and Technology absorption are not given as the Company has not undertake any manufacturing activity during the year. There was no foreign Exchange Earnings and Outgo during the period under review.

23. Statutory Auditors :

Mr. V K J D & Associates, Chartered Accountants, who were appointed as the First Auditor to hold office until the conclusion of the First Annual General Meeting.

The said Auditor retires at the ensuing Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

24. Comments on Auditor's Report :

The Auditors report does not contain any qualification, reservation or adverse remark. The Board is of the opinion that they are self – explanatory and does not warrant further clarification.

25. Declaration Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The company has a policy on prohibition, prevention and redressal of Sexual Harassment of women at workplace and matters connected there with or incidental there to covering all the aspects as contained under "The Sexual Harassment of women at workplace (Prohibition, Prevention and Redressal) Act, 2013".During the financial year 2015-16, no complaint was received under the policy.

26. Acknowledgements:

Your Directors wish to place on record their appreciation and acknowledge with gratitude the support & co-operation extended by suppliers, customers, Bankers and staff members & look forward to their continued support in future.

For and on behalf of Board
TATHYA INFRASPACE PRIVATE LIMITED

Managing Director	**Director**
Keval Mehta	**Kushal Patira**
DIN: 03340311	**DIN: 07399289**

Date: 01/09/2016
Place: Ahmedabad

Annexure I
Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U70101GJ2015PTC085276
Registration Date	07/12/2015
Name of the Company	Tathya Infraspace Private Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the registered office and contact details	504, Earth Arise, Nr. Y.M.C.A. Club, S.G.Highway, Vejalpur, Ahmedabad – 380051, Gujarat, India. Contact Detail : 9323055673
Whether listed company	No
Name, Address and Contact details of Registrar and 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
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A					

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~~	NIL	NIL	NIL	NIL	NIL	20 Lacs	20 Lacs	100	NIL
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	NIL	NIL	NIL	NIL	NIL	20 Lacs	20 Lacs	100	NIL
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	--	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-

d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	--	-
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NIL	NIL	NIL	NIL	NIL	20 Lacs	20 Lacs	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	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Non Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders	-	-	-	-	-	-	-	-	-
holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Public Shareholding(B) =(B)(1)+ (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	NIL	NIL	NIL	NIL	20 Lacs	20 Lacs	100	NIL

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Keval Mehta	Nil	Nil	Nil	650000	32.5	Nil	32.5
2.	Jigisha Mehta	Nil	Nil	Nil	350000	17.5	Nil	17.5
3.	Parag Gathani	Nil	Nil	Nil	200000	10	Nil	10
4.	Parita Gathani	Nil	Nil	Nil	400000	20	Nil	20
5.	Bharti Gathani	Nil	Nil	Nil	400000	20	Nil	20
	Total	**Nil**	**Nil**	**Nil**	**2000000**	**100**	**Nil**	**100**

(iii) <u>Change in Promoters' Shareholding (please specify, if there is no change)</u>

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Keval Mehta				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	3250	32.5	3250	32.5
	2. Allotment of Shares : 13.01.2016	646750	0	650000	32.5
	At the End of the year	NIL	NIL	650000	32.5
2.	Jigisha Mehta				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	1750	17.5	1750	17.5
	2. Allotment of Shares : 13.01.2016	348250	0	350000	17.5
	At the End of the year	NIL	NIL	350000	17.5

3.	Parag Gathani				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	1000	10	1000	10
	2. Allotment of Shares : 13.01.2016	199000	0	200000	10
	At the End of the year	NIL	NIL	200000	10
4.	Parita Gathani				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	2000	20	2000	20
	2. Allotment of Shares : 13.01.2016	398000	0	400000	20
	At the End of the year	NIL	NIL	400000	20
5.	Bharti Gathani				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	2000	20	2000	20
	2. Allotment of Shares : 13.01.2016	398000	0	400000	20
	At the End of the year	NIL	NIL	400000	20

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

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	NIL	NIL	NIL	NIL
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

(v) Shareholding of Directors ~~and Key Managerial Personnel~~:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Keval Mehta				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	3250	32.5	3250	32.5
	2. Allotment of Shares : 13.01.2016	646750	0	650000	32.5
	At the End of the year	NIL	NIL	650000	32.5

2.	Jigisha Mehta				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:				
	1.Issue of Shares to the subscriber of MOA : 08.12.2015	1750	17.5	1750	17.5
	2. Allotment of Shares : 13.01.2016	348250	0	350000	17.5
	At the End of the year	NIL	NIL	350000	17.5
3	Kushal Patira				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease:	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

*Mrs. Jigisha Mehta has resigned from the office of Directors of the Company with effect from 13th January, 2016.

V. <u>INDEBTEDNESS</u>

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	NIL	NIL	NIL	NIL
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	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	1,79,00,000		1,79,00,000
Reduction	NIL	NIL		
Net Change	NIL	1,79,00,000	NIL	1,79,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	1,79,00,000	NIL	1,79,00,000
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	1,79,00,000	NIL	1,79,00,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	
		Keval Mehta Managing Director	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75000	75000
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL
	(c) Profit in lieu of salary u/s 17(3) of Income Tax At, 1961	NIL	NIL
2.	Stock option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profits - others	NIL	NIL
5.	Others	NIL	NIL
	Total	75000	75000
	Ceiling as per the Act	NIL	NIL

B. **REMUNERATION TO OTHER DIRECTORS:**

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B) = (1)+(2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profit in lieu of salary u/s 17(3) of Income Tax At, 1961	N.A.			
2.	Stock option	N.A.			
3.	Sweat Equity	N.A.			
4.	Commission - as % of profits - others	N.A.			
5.	Others	N.A.			
	Total	N.A.			

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment			NIL		
Compounding					
B. Directors					
Penalty					
Punishment			NIL		
Compounding					
C. Other officers in default					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of Board of Director
TATHYA INFRASPACE PRIVATE LIMITED

Managing Director
Keval Mehta
DIN: 03340311

Director
Kushal Patira
DIN: 07399289

Date: 01/09/2016
Place: Ahmedabad