VIBHUTI ORGANISERS PRIVATE LIMITED

Reg. Office FP No. 10/11, RS No. 15/1A, Swastik Universal, Near Valentine Cinema, Piplod, Surat - 395007
Ph No. 0261-4085555 Fax : 0261-4085556 CIN : U45201GJ2008PTC053361 E-mail : vibhutiorganiserspltd@gmail.com

DIRECTOR'S REPORT

To,
The Members of
VIBHUTI ORGANISERS PRIVATE LIMITED

Your Directors have pleasure in presenting the 8th Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	2014-15	2013-14
Gross Income	**89,138**	17,714
Total Expenses (Excluding Depreciation)	**371,681**	237,596
Profit/(Loss)Before Tax and Depreciation	**(282,543)**	(219,883)
Less: Depreciation	**891,767**	486,410
Less: Prior Period Items	**1,828,042**	NIL
Less: Provision for Income Tax Including Current Tax and Deferred tax	**(535,334)**	(218,245)
Profit/(Loss) after Tax	**(2,467,018)**	(488,047)
Balance Brought Forward	**55,386,544**	55,874,592
Less: Appropriation and Allocation	**900,000**	NIL
Balance Carried Down	**52,019,526**	55,386,545
Earnings per share (Rs.) :Basic	**0**	0
Diluted	**0**	0

STATE OF COMPANY'S AFFAIRS

Your director's report that during the year under review your company has posted income of Rs. 89,138/- in the current year as compared to Rs. 17,714/- in the corresponding previous year. As the general expenses are much more than the income earned during the current year and due to other provisions made, your company has again posted higher net loss of Rs. 2,467,018/- in the current year as compared to net loss of Rs. 488,047/- in the corresponding previous year.

TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013

Your director's recommend the amount of loss occurred during the year is carried to the Balance Sheet of the company under the head "Reserve and Surplus".

DIVIDEND

Since company has suffered from heavy losses and non-availability of profit during the current year, your directors are unable to recommend any dividend during the current year.

MATERIAL CHANGES SUBSEQUENT TO THE CLOSE OF THE YEAR:

No material changes have been occurred between Balance Sheet date and the date on which the financial statement are approved by the Board of Directors.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

SUBSIDIARY COMPANY/ASSOCIATE/JOINT VENTURE:

There has been no subsidiary/Associate/Joint Venture incorporate/cease of your company during the financial year 2014-15.

STATUTORY AUDITOR

M/s. Pradeep K. Singhi & Associates, Chartered Accountants of Surat, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting, since being eligible for re-appointment offers themselves for re-appointment. 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. Pradeep K. Singhi & Associates, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the 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.

AUDITORS' REPORT

There are no qualifications or adverse remarks in the Auditors' Report, which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further, the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information. Refer **(Annexure-A)**

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company during the financial year 2014-15.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

Mr. Dhaval Bharatkumar Shah (DIN: 03523505) was appointed as Additional Director on 26/03/2015 and holds the said office till the conclusion of the ensuing Annual General

Registered Office:
FP No. 10/11, Rs No. 15/1A, Swastik Universal,
Nr. Valentine Cinema, Piplod, Surat-395007
CIN: U45201GJ2008PTC053361
E-mail: vibhutiorganiserspltd@gmail.com

Notes:

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
   THE INSTRUMENT APPOINTING A PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FOURTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Members are requested to notify change of address, if any, to the company.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Businesses is appended herein

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No..

Meeting. A notice has been received from a member proposing his candidature for his reappointment.

CHANGE IN SHARE CAPITAL

The Board of Directors has issued Bonus Shares in the ratio of 1:9 to existing shareholders on 5th of January, 2015 during the current financial year.

DEPOSITS

The Company has not invited/accepted any deposits as per Chapter V of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

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.

MEETINGS OF THE BOARD OF DIRECTORS

The Board has met 6 (Six) times during the financial year, the details of which are mentioned herein below. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

SN	Date of Meeting	Board Strength	No. of Directors Present
1	31/05/2014	4	4
2	01/09/2014	4	4
3	01/12/2014	4	4
4	05/01/2015	4	4
5	16/03/2015	4	4
6	26/03/2015	4	4
7	31/03/2015	5	5

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company 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; even though the company has not carried out any commercial activity during the year and

(f) 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.

DECLARATION BY INDEPENDENT DIRECTORS

The Board of Directors of the Company hereby confirms that the provisions of Section 149(6) of the Companies Act, 2013 is not applicable to our company

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178;

The Company, being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

LOANS, GUARANTEES AND INVESTMENTS

There were 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

PARTICULARS OF EMPLOYEE:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith for your kind perusal and information. Refer **(Annexure-B).**

RELATED PARTY TRANSACTIONS

The Company is required to enter into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. Further, all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All the necessary details of transaction entered with the related parties are attached herewith in form no. **AOC-2** for your kind perusal and information. Refer **(Annexure-C).**

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is not applicable to your company

RISK MANAGEMENT

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy managing all the risks that organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its objectives. In this Policy the Board of Directors will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation rendered by the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

By Order Of The Board Of Directors
FOR, **VIBHUTI ORGANISERS PRIVATE LIMITED**

M. L. Prajapati

MANOJ LAVJIBHAI PRAJAPATI
(Director)
DIN: 03522547
Add: 79-A, Adarsh Society, Athwa Lines, Surat-395001

ARVINDBHAI JAYANTILAL SHAH
(Director)
DIN: 01379959
Add: 707, Royal Palace, Ghod Dod Road, Surat-395007

Place: Surat
Date: 24/08/2015