HINGORA INFRASTRUCTURE LIMITED

Directors' Report

To,
The members of
HINGORA INFRASTRUCTURE LIMITED

Your Directors are pleasure to present their Annual Report together with Company's Audited Financial Statements for the financial year ended March 31, 2016

FINANCIAL RESULTS (Amount in Rs)

Particulars	2015-16	2014-15
Gross Income	3,10,12,004	2,01,10,000
Expenditure	3,10,12,004	2,01,10,000
Profit Before Tax	**Nil**	**Nil**
Tax Expense		
Current Tax	Nil	Nil
Deferred Tax	Nil	Nil
Profit after tax	**Nil**	**Nil**

TRANSFER TO RESERVE
In absence of any profit, it is not possible to transfer any amount in reserve of the company.

DIVIDEND
In absence of any profit, your directors are unable to recommend any dividend.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY
No material changes and commitments affecting financial position of the company which occurred between end of the financial year and date of report.

SHARE CAPITAL
There was no change in share capital of the company during the financial year.

LOANS, GUARANTEES OR INVESTMENTS
Your Company has neither made any investment nor given any loan or guarantee to any person(s) or body corporate(s) during the financial year.

RELATED PARTY TRANSACTIONS
Your Company has not entered into any transactions with related parties as defined under section 2(76) of the Companies Act, 2013 and rules made there under. Form AOC-2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 is attached with this report.

FIXED DEPOSITS
Your Company has neither accepted nor renewed any deposits during the year under review.

CHANGE IN THE NATURE OF BUSINESS, IF ANY
There was no change in the nature of business of your company during the financial year.

NUMBER OF MEETING OF THE BOARD
During the financial year 2014-15, the Board of Directors of your company met 5 (Seven) times as on 30/06/2015, 04/09/2015, 31/12/2015 and 31/03/2016

DIRECTORS AND KEY MANAGERIAL PERSONNEL
There is no change in Board of Directors of the company during the financial year. However in accordance with the provision of Section 152(6) of Companies Act, 2013 and Articles of Association of the Company, Mr. Mohamed Shafi Daruwala (DIN:02791435), Director of the Company, retire at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

COMPANIES POLICY'S ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING

CRITERIA FOR DETERMINING QUALIFICATION IN ACCORDANCE WITH SECTION 178(3)

Section 178 of the Companies Act, 2013 is not applicable to the Company therefore, company is not required to make policy on directors' appointment and remunerations including criteria for determining qualifications.

FORMAL ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE

Section 134(p) of Companies Act, 2013 and rules made there under is not applicable to the company, therefore, company is not required to make statement on formal annual evaluation of board of its own performance.

DECLARATION GIVEN BY INDEPENDENT DIRECTOR(S) UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Section 149(6) of the Companies Act, 2013 is not applicable to the company; therefore, company is not required to receive declaration under section 149(6) of the act

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm 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 have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as 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 have prepared the annual accounts on a 'going concern' basis;
e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act, 2013 is not applicable to the Company therefore; company is not required to make policy on corporate social responsibility.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT - 9 is annexed herewith.

AUDITORS AND AUDITORS' REPORT

The Report of the Auditors is self-explanatory and does not contain any qualification, reservation or adverse remark. M/s. Rakeshbhai Patel & co; Chartered Accountants of Surat will retire at the conclusion of this Annual General Meeting. Pursuant to Section 139(1) of the Companies Act, 2013 and rules made there under, the Company has received a written consent and a certificate from them to effect that their appointment, if made, would be within the prescribed limits and that they are not disqualified for such appointment. M/s. Rakeshbhai Patel & co; since eligible for re-appointment, your directors recommended their re-appointment.

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

Information with respect to Conservation of energy, technology, absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is not applicable. There is no foreign exchange transaction during the year.

PARTICULARS OF SUBSIDIARY JOINT VENTURE OR ASSOCIATES

Your company has no subsidiary, joint venture and associates.

RISK MANAGEMENT POLICY

During the year, your Company reviewed and strengthened its risk management policy and the risk management framework which ensures that your Company is able to carry out identification of elements of risk, if any, which in the opinion of your Board may threaten the existence of your Company.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS

Your directors would like to inform that during the financial year, no material or significant order has been passed by any authority which is likely to impact going concert status and companies operation in future.

INTERNAL FINANCIAL CONTROL

As good corporate governance your company has system of internal financial control which is working effectively.

EMPLOYEE RELATIONS

The Company has a policy for Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint was received during the year.

Employee relations have remained cordial throughout the year.

ACKNOWLEDGMENT

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to clients, shareholders, bankers, business associates, regulatory and government authorities for their continued support.

for and on behalf of the Board of Directors of
HINGORA INFRASTRUCTURE LIMITED

Kamlesh Motwani	Iqbal Memon
Director	Director
DIN: 00865110	DIN: 01764090

Place: SURAT
Date: 03/09/ 2016

FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with 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 Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

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

a)	Name(s) of the related party and nature of relationship	N.A.
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts / arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed	
i)	Amount paid as advances, if any	
j)	Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

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

a)	Name(s) of the related party and nature of relationship	N.A.
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts / arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Date(s) of approval by the Board	
f)	Amount paid as advances, if any	

for and on behalf of the Board of Directors of
HINGORA INFRASTRUCTURE LIMITED

Kamlesh Motwani
Director
DIN: 00865110

Iqbal Memon
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Place: SURAT
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