

**KGB INFRA-PROJECTS PVT. LTD.**

**401, HARVI COMPLEX, NR. A-ONE SCHOOL, AHMEDABAD-380052, GUJARAT**

**NOTICE**

Notice is hereby given that the Next Annual General Meeting of the members of KGB INFRA-PROJECTS PVT. LTD. will be held on 30/09/2016. at 11:00 AM. at 401, HARVI COMPLEX, NR. A-ONE SCHOOL, AHMEDABAD-380052, GUJARAT, registered office of the company to transact the following business:

1. To consider and adopt the Balance Sheet as on 31st March 2016, Statement of Profit and Loss for the financial year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint Auditors of the company, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and to fix their remuneration.

**NOTES:**

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 the member of the company. The proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

Date : 05/09/2016

Place : AHMEDABAD

By Order Of Board of Directors  
KGB INFRA-PROJECTS PVT. LTD.

  
PINALBHAI MODI  
(Director  
(DIN - 00155639)

KGB INFRA-PROJECTS PVT. LTD.  
(CIN : U70101GJ2009PTC056663)  
401, HARVI COMPLEX, NR. A-ONE SCHOOL, AHMEDABAD-380052, GUJARAT

## DIRECTORS' REPORT

Dear shareholders,

Your directors have pleasure in presenting the Next Annual Report of your company, together with the Audited Accounts for the year ended 31 March 2016.

### FINANCIAL SUMMARY

The company has earned a profit of Rs.14667738.34 for the year ended 31 March 2016. The break-up of profit is given as follows :

| Particulars                                    | 2015-2016    | 2014-2015    |
|------------------------------------------------|--------------|--------------|
| Sales                                          | 296426206.00 | 181189323.00 |
| Net Profit/(Loss) (PBDT)                       | 23796484.34  | 11925662.42  |
| Less : Depreciation                            | 1689907.00   | 2072110.00   |
| Profit after depreciation but before tax (PBT) | 22106577.34  | 9853552.42   |
| Less : Taxes                                   | 7438839.00   | 3315938.00   |
| Net profit / (loss) for the period             | 14667738.34  | 6537614.42   |
| No. of Shares                                  | 20000        | 20000        |
| EPS                                            | 733.39       | 326.88       |
| Proposed Dividend                              | 0.00         | 0.00         |
| Dividend tax                                   | 0.00         | 0.00         |
| Balance of Profit Carried to B/S               | 14667738.34  | 6537614.42   |

### DIVIDEND

The company does not propose any dividend during the current year.

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

The board does not proposed any amount to carry to any specific reserves.

### STATE OF COMPANY'S AFFAIRS

During the current financial year, the company has made Net Profit of Rs. 14667738.34 as compared to Net Profit Rs. 6537614.42 made in previous financial Year.

**CHANGES IN NATURE OF BUSINESS**

There is no significant changes had been made in the nature of the company during the financial year.

**MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE DATE OF BALANCE SHEET AND THE DATE OF AUDIT REPORT**

No significant material changes and commitments have occurred between the date of the balance sheet and the date of the audit report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS**

There are no significant and material orders passed by Regulators/Court/Tribunals against the company.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure liability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets and resources are acquired economically, used.

**SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE**

There is no Subsidiary company or Joint Venture or Associate Companies of the Company.

**DEPOSITS**

During the financial year, Company has not accepted any type of deposits. Neither, any type of deposits of previous year is Unpaid or Unclaimed during the financial year.

**STATUTORY AUDITORS**

M/s. AMOLAKSINGH DANG, Chartered Accountant, who are the statutory auditors of the Company, hold office up to the conclusion of the forth coming Annual General Meeting (AGM) and are eligible for re-appointment. M/s Amolaksingh Dang has given in writing that now he has become partner in new firm M/s Dang & Associates LLP and has requested to appoint the firm as the auditor of the company in the forthcoming Annual General Meeting. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, it is proposed to appoint M/s. DANG & ASSOCIATES LLP as the statutory auditors of the company from the conclusion of the forthcoming AGM up to conclusion of the Forth AGM, subject to ratification of their appointment at every AGM. A certificate from them has been received to the effect that their appointment, if made, would be within the prescribed limits.

### **AUDITORS REPORT**

Auditors had not made any qualification or did not make any adverse remark in their report regarding financial statements. Therefore, there is no need for any clarification or any comment on Auditors report.

### **SHARE CAPITAL**

During the financial year, the Company had not issued any Equity Shares with Differential rights, any Sweat Equity Shares and any Employee Stock Options.

### **ANNUAL REPORT**

The Extract of Annual report of the company in Form MGT-9 has been annexed with this report.

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

A) Conservation of Energy : Nil

B) Technology Absorption : Nil

C) Foreign Exchange earnings and outgo:

The company has no foreign exchange earnings and outgo transactions during the current financial year.

### **CORPORATE SOCIAL RESPONSIBILITY(CSR)**

Provisions of Corporate social responsibility are not applicable to the Company. Accordingly details of activities have not been attached in the format specified in the annexure of Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

### **DIRECTORS**

A)Changes in Directors and Key Managerial Persons:-

There is no change in Directors and Key Managerial Persons by way of Appointment, Re-designation, Resignation, Death, Disqualification and Variations made or Withdrawn, etc., of the company during the financial year.

B) Declaration by an Independent Director(s) and reappointment, if any:-

The Board of Directors of the company hereby confirms that they have received the declaration of fulfilling the criteria of Independent Director specified in subsection (6) of section 149 of the Companies Act, 2013 from all the Independent directors if appointed during the year.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company has done 4 number of meetings during this financial year which is in compliance to the provisions of the Companies Act, 2013.

**LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The Company has not made any loans and Investments and has not given any guarantees in compliance of section 186 of the Companies Act, 2013 during the financial year.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

No contracts or transactions have been done with related parties.

**MANAGERIAL REMUNERATION**

Provision of details of Managerial Remuneration required to be Disclosed in Boards Report as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to Company.

There is no employee who is withdrawing remuneration more than 60 Lacs per annum, more than 5 Lacs per month and more than remuneration of Managing Director or Whole Time Director.

**RISK MANAGEMENT POLICY**

Risks are event, situation or circumstances which may lead to negative consequences on the company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the company and key risks will now managed within unitary framework. As a formal roll-out, all business divisions and corporate function will embrace risk management policy and guidelines, and make use of these in their decisions making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the company's business systems and processes, such that our responses to risks remain current and dynamic.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your directors confirm that:

- (i) In the preparation of the accounts for the financial year ended 31 March 2016 the applicable Accounting standards have been followed along with proper explanations relating to material departures;
- (ii) The directors have selected such accounting policies and applied them consistently and make judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of

- the said financial year and of the profit and loss of the company for the said financial year;
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
  - (iv) The directors have prepared the accounts for the year ended 31 March 2016 on a 'going concern' basis.
  - (v) 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.

#### ACKNOWLEDGEMENTS

Your company takes this opportunity to thank all the Shareholders and investors of the company for their continued support.

Your directors wish to place on record their appreciation for the co-operation and support received from employees, staff and other people associated with the company and look forward for their continued support.

Date : 05/09/2016  
Place : AHMEDABAD

For and on behalf of the board  
KGB INFRA-PROJECTS PVT. LTD.

  
PINALBHAI MODI

Director  
( DIN - 00155639)