DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in submitting their 11th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

During the year under review, performance of your company as under:

(In Rupees)

PARTICULARS	Year ended 31st March, 2017	Year ended 31st March, 2016
Revenue from Operations	41,85,50,771	42,95,68,653
Other Income	38,85,743	25,54,068
Total Revenue	42,24,36,515	43,21,22,721
Purchase of stock in trade	2,79,65,551	2,68,67,379
Changes in Inventories	(12,18,209)	1,27,39,561
Employee Benefit Expenses	4,56,10,021	3,71,79,006
Finance Costs	3,84,81,888	4,29,26,280
Depreciation & amortization Expense	2,51,72,632	2,15,16,330
Other Expenses	27,46,27,012	25,63,97,371
Total Expense	41,06,38,896	39,76,25,930
Profit / Loss Before Tax	1,17,97,619	3,44,96,791
Less: Current Tax	24,05,399	64,75,683
Less: Deferred Tax	(22,42,740)	22,03,289
Profit / Loss After Tax	1,16,34,961	2,57,04,700

STATE OF COMPANY'S AFFAIRS

During the year under review, the revenue from operations of the company decreased from Rs.42,95,68,653/- to Rs. 41,85,50,771/- as compared to previous year financial year. The total expenditure get increased from Rs. 39,76,25,930/- to Rs. 41,06,38,896 /- as compared to last year. The company has earned a profit before tax of Rs. 1,17,97,619/-.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business activities of the Company.

DIVIDEND

With a view to conserve the resources of the Company; the directors are not recommending any dividend for the year under review.

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CIN No.: U92120GJ2006PTC049677

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AMOUNT TRANSFERRED TO RESERVES

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year. The company earned a profit of Rs. 1,16,34,961/- which was accumulated in reserves and surplus.

CHANGE IN SHARE CAPITAL, IF ANY

During the Financial Year 2016-17, there was no change in the share capital of the Company.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT – 9, for the Financial Year 2016-17 has been enclosed with this report. **(Annexed as Annexure – A)**

NUMBER OF BOARD MEETINGS

During the financial year 2016-17, Eight (8) meetings of the Board of Directors were held as under-

Sr. No.	Date of Board Meetings	Number of Directors on the Board	Number of Directors present
1	20.04.2016	2	2
2	04.06.2016	2	2
3	08.07.2016	2	2
4	02.08.2016	2	2
5	03.09.2016	2	2
6	03.10.2016	2	2
7	07.11.2016	2	2
8	14.03.2017	2	2

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT UNDER SECTION 186

The Company has not made any loan or gives guarantee or provided security or made investment under section 186 of the Companies Act, 2013 during the year under review.

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PARTICULARS OF CONTRACTS OR ARRAGEMENTS WITH RELATED PARTIES

During the year under review, company had not entered into any contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 which could be considered material. The particulars of other contract or arrangement entered into by the Company with the related parties during the year under review are disclosed here-under:-

Sr. No.	Name of Related Parties & Nature of Relationship	Nature of Contracts / Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any.
1.	**M/s RAJHANS NUTRIMENTS PVT LTD** Brother of Director is the Director of the company	Purchase of Fixed Assets	Rs. 12,000/- p.a.
2.	**M/s SCHMITTEN INTERNATIONAL** Director of the company is a Partner in the Firm	Purchase of goods / materials	Rs. 18,942/- p.a.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

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

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

No Foreign exchange Earnings and outgo during the year under review.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

RISK MANAGEMENT POLICY OF THE COMPANY

As the Company being a Private Company, the element of risk threatening the Company's existence is very minimal and does not have any Risk Management Policy.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in the directorship of the company.

DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

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DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended 31st March, 2017, the Board of Directors hereby confirms that -

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

STATUTORY AUDITORS

At the Annual General Meeting held on 30th September, 2014, M/s. K A SANGHVI & Co., Chartered Accountants.,(Firm Registration No. 120846W) were appointed as Auditors of the Company for five consecutive financial years who shall hold office till the conclusion of Annual General Meeting to be held for the financial year 2018-19. 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. K A SANGHVI & Co., Chartered Accountants, as statutory auditors of the Company for the financial year 2017-18, is to be placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified in ensuing Annual General Meeting, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

COST AUDITORS

The Company was not required to appoint Cost Auditor during the year under review.

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DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES.

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

ACKNOWLEDGEMENTS

The Directors expressed their sincere appreciation to the valued shareholders, bankers and clients for their support.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
RAJHANS CINE WORLD PRIVATE LIMITED

VIJAYKUMAR BATUKRAI DESAI
DIRECTOR
DIN: 00061000

SUNILKUMAR SHIVLAL SHIVLAL
DIRECTOR
DIN: 02449217

Date: 29.08.2017
Place: Surat

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