

BOARD'S REPORT

To the Members,
SWAPNA SRUSHTI HORIZON PRIVATE LIMITED
[CIN: U45201GJ2008PTC054322]
Ahmedabad

Your Directors have pleasure in submitting their 8th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Particulars	(Amount in Rs.)	
	For the year ended on 31 st March 2016	For the year ended on 31 st March 2015
Net Sales /Income from Business Operations	190,746,230	17,89,04,426
Other Income	16,58,610	23,19,786
Total Income	192,404,840	18,12,24,212
Profit before Finance Charges, Tax, Depreciation / Amortization (PBITDA)		2,51,71,093
Less: Interest & Finance Charges	26,74,206	19,93,390
Profit before Depreciation and Amortization (PBTDA)		2,31,77,703
Less: Depreciation	25,21,648	20,92,294
Net Profit / (Loss) before Taxation (PBT)	2,66,84,062	2,10,85,409
Less Current Income Tax	82,75,000	71,49,655
Less Previous year adjustment of Income Tax	---	---
Less Deferred Tax	3,57,510	4,50,000
Net Profit / (Loss) after Taxation (PAT)	1,80,51,552	1,34,85,754
Surplus brought forward from Previous year	3,23,16,587	1,92,24,900
Profit & Loss Account balance of Amalgamating Company	-36,60,841	0
Other Adjustments(Additional Depreciation)	0	3,94,067
Balance available for appropriation	4,67,07,298	3,23,16,587
Amount transferred to General Reserve	---	---
Dividend (including Interim if any and final)	---	---
Dividend Tax	---	---
Balance carried to Balance Sheet	4,67,07,298	3,23,16,587
Earnings per share (Basic)	37	28
Earnings per Share (Diluted)	37	28

DIVIDEND

No Dividend is recommended for declaration for the financial year under review due to conservation of Profits.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There is no unclaimed/unpaid Dividend within the meaning of the provisions of Section 205C of the Companies Act, 1956 / 125 of the Companies Act, 2013.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is engaged in the business of real estate and development activities. The Company's income from operations for the year under review was Rs. 19,07,46,230/- as compared to Rs. 17,89,04,426/- of that of the previous year. The overall business has remained almost stagnant.

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

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals which could impact the going concern status and Company's operations in future. In terms of Order dated 14th June, 2016 of the Honorable High Court of Gujarat at Ahmedabad the Company's Wholly Owned subsidiary Company Sheth Housing Finance Private Limited is merged with the Company with the Appointed date 1st April, 2015. Another two subsidiary Companies namely: 1. Saga Processing Pvt. Ltd. and Swabia Infrastructure Pvt. Ltd. struck off during the year.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate system of internal control commensurate with its size and nature of its business to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Management of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

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

In terms of Order dated 14th June, 2016 of the Honorable High Court of Gujarat at Ahmedabad the Company's Wholly Owned subsidiary Company Sheth Housing Finance Private Limited is merged with the Company with the Appointed date 1st April, 2015. The Board wish to inform the members that there are no other material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure - 1** and is attached to this report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: changing Regulatory framework, Competition, Market risk, Business Risk, which inter-alia, further includes production risk, financial risk, political risk, fidelity risk, legal risk, technology obsolescence, investments, retention of talent and expansion of facilities.

As a matter of policy, these risks are assessed and identified major risks which may threaten the existence of the Company and appropriate steps are taken by the management of the Company to mitigate the same.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under report, the Company has granted, within the meaning of Section 186 of the Companies Act, 2013, loans/advances amounting to Rs. 2 Lacs to a Company named Selan Project Consultant Private Limited which is a Subsidiary Company of our Company. The Company has not given

guarantee or made investments within the meaning of Section 186 of the Companies Act, 2013. The loan given is within the permissible limits as provided under the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The details of contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review are furnished in **Annexure - 2**.

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.

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.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure - 3** and is attached to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 13(thirteen) Board meetings during the financial year under review.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (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; and
- (e) 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.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The details of financial performance of Subsidiary/ Joint Venture/Associate Company are furnished in **Annexure - 4** and attached to this report.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statement of the Company prepared in accordance with the Accounting Standard issued by Institute of Chartered Accountants of India form part of this Annual Report.

DEPOSITS

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

DIRECTORS

There was no Director who got re-elected/reappointed during the year under review

DECLARATION OF INDEPENDENT DIRECTORS

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

STATUTORY AUDITORS

The members had at the 7th Annual General Meeting held on 30th September, 2015, approved the appointment of M/s. A.J MANDERA & CO., Chartered Accountants (Firm Reg. No. 112611W), Statutory Auditors of the Company for the next five (5) financial years i.e. 2015-2016, 2016-17, 2017-18, 2018-19 & 2019-20. Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointments need to be ratified by the members at the forthcoming Annual General Meeting. M/s. A.J MANDERA & CO., Chartered Accountants, has provided their confirmation stating that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with applicable Rules is not applicable to the Company.

SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR, SEXUAL HARASSMENT

No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported in the last financial year. Your Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

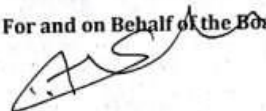
FRAUD REPORTING

There were no cases of frauds reported by auditors under sub-section (12) of section 143 to the Board other than those which are reportable to the Central Government.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on Behalf of the Board of Directors



Apurva G. Sheth
Chairman
DIN: 00819793

Place: Bhavnagar
Date: 27.09.2016