GRISHMA INFRASTRUCTURE PRIVATE LIMITED

24, DHARMABHAKTI COMPLEXES,GIRIRAJ SOCIETY MAIN ROAD, B/H. BUS STATION,
JUNAGADH- 362002 Phone :-9327780825:- E-MAIL:-a.v.trambadia@gmail.com
CIN :- U45201GJ2009PTC057662 DT 29/07/2009

NOTICE

Notice is hereby given that the Next Annual General Meeting of Members of the Company will be held at the Registered office of the company at address above on 30TH September, 2016 at 11.00 a.m. to transact the following business;

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.

2. To appoint M/s. PURVI RAVAL & ASSOCIATES.,Chartered Accountants (Membership No.130743)as approved by Members at the last Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting, and to fix their remuneration for the financial year.

By and Order of the Board of Directors,
For and on behalf of the Board of Directors;
FOR GRISHMA INFRASTRUCTURE PRIVATE LIMITED

CHAIRMAN AND DIRECTOR
PARESH GOHEL(din:-02714594)
At Rajkot on 08/09/2016

GRISHMA INFRASTRUCTURE PVT. LTD

DIRECTOR

Director's Report

To,
The Members,

Your Directors have pleasure in presenting the Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.
Details are given to the extent applicable to a private company.

Financial Summary/Highlights of performance of the Company

Financial Results (Rupees)		**(Rupees)**
Particulars	**Year ended 31-03-2016**	**Year ended 31-03-2015**
Total Revenue	1374312	NIL
Profit (Loss) before tax	166447	(1114915)
Less: Tax Expenses		
Current Tax	NIL	00
Previous Year Tax	NIL	
Deferred Tax	NIL	
		00
Profit (Loss) After tax	166447	(1114915)

Performance :- Company's project was completed but some construction work were undertaken and earned total income Rs.1374312/- and earned profit of 166447/-
Dividend:-Your directors are unable to recommend any dividend due to inadequacy of profit and In view of loss/Conserving Resources; your Directors do not recommend any Dividend on equity shares for the year ended 31st March, 2015.

Share Capital:- At present, the Company has only one class of share – equity shares of par value Rs. 10/- each.The authorized share capital of the company is Rs. 1,00,000/- divided into 10000 equity shares of Rs. 10/- each. The paid up share capital of the company is Rs. 1,00,000/- divided into 1000 equity shares of Rs. 10/- each.During the year under review, the

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Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

Reserves:- The Board proposes to transfer loss Rs.166447/-- to Reserve & Surplus A/C for the Financial Year ended on 31st March, 2016.

Future outlook :- The economy has signaled for downward swing. Policy stability and consistency appear to take place in view of government at centre with clear mandate. Market has also downward substantially and bullish trend is expected to continue for a long run. Demand from domestic markets is decreasing day by day. Directors have decided to expand operations time by time.

Changes in the Nature of Business:- There were no Changes in the Nature of Business during the Year. Directors are planning to start new line of activities due to poor result.

Material changes and commitments:- There are no such Material Changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:- No such Order have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

Details of Subsidiary/Joint Ventures/Associate Companies:- The Company has no any Subsidiary/Joint Ventures/Associate Companies. Hence, details relating to Subsidiary/Joint Ventures/Associate Companies are not provided for.

Deposits :- The Company has not accepted any deposits from the public during the year under review.

Extracts of Annual Return:- An extract of Annual Return in Form MGT_9 is attached herewith.(ANNEXURE-1)

Energy, Technology and Foreign Exchange

In accordance with the provisions of section 134(3)(m) of the Companies Act, 1956 read with Rule, 8 of The Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earning and outgo are as follows:

(A) Conservation of energy

The Company has taken steps for conservation of energy;

The details regarding consumption are given in the Annexure

The Company has consumed power of Rs.Nil/- (P. Y. Rs Nil/-) for the year under review.

(B) Technology absorption

CRISHMA INFRASTRUCTURE PVT. LTD

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The Company has adopted indigenous technology.

The Company has derived benefits like product improvement, cost reduction and product development.

(C) Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

There was no foreign exchange earning and outgo during the year under review./ There is Foreign Exchange earning of Rs. NIL/- (P.Y. Rs.NIL /-). Foreign Exchange outgoing is Rs.NIL/-(P.Y. Rs.NIL-).

Loans, Guarantees or Investments:- Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

Particulars of contracts or arrangements with related parties:- The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso there to are disclosed in Form No. AOC -2. (ANNEXURE-II)

Directorate :- During the period under review there was no change in the constitution of Board of Directors. ***None of the Directors of the Company are disqualified under Section 164 of Companies Act 2013.***

Particulars of employees:- There is no such employee of the Company whose Particulars are required to be given pursuant to Rule 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

No. of Board Meetings:- During the year 5(Five) Board Meetings held on 02/4/2015, 03/06/2015, 06/09/2015, 29/11/2015, 02/02/2016 Board Meetings were convened and held.

Number of meetings attended by each director.

All the directors were presented at the all meetings of board.

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DIRECTOR DIRECTOR

Statutory Auditors:- M/s. Purvi Raval & Associates,Chartered Accountants, Rajkot were appointed as Statutory Auditors of your Company at the last Annual General Meeting for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Company has obtained a written confirmation under section 139 of the Companies Act, 2013 from Statutory Auditors that their appointment, if made, would be in conformity with the limits specified under the said section.

It is proposed to ratify the appointment of said auditors to audit the accounts of the Company for the financial year 2016-2017.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

Internal control system and compliance framework

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

Based on the internal control systems and review of operations, the Board undertakes necessary actions in their respective area..

The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

Risk management policy :- Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a system of risk controls and mitigation in place. Management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Currency fluctuation, Compliance, Regulatory changes, Manufacturing & Supply, Litigation, Information Technology and new capital investments return. The management is however, of the view that all of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is minimum impact on the Company in case any of these risks materialise.

Directors' Responsibility Statement

In accordance with the provisions of clause (*c*) of sub-section (*3*) of Section 134 of the Companies Act, 2013,Your Directors state 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

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DIRECTOR

the state of affairs of the company at the end of the financial year 31-03-2016 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 laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(*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.

Acknowledgement: -Your Directors take this opportunity to express their gratitude for the co-operation and support from its customers, vendors, bankers and business associates and look forward to their continued support.

For and on behalf of the Board of Directors;
FOR GRISHMA INFRASTRUCTURE PRIVATE LIMITED

CHAIRMAN AND DIRECTOR
PARESH GOHEL(din:-02714594)
At Rajkot on 08/09/2016

ANNEXURE_II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3)of section 134 of the Act and 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 sub-section (1) of section 188 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

Name(s) of the related party and nature of relationship	NOT APPLICABLE
Nature of contracts/ arrangements /transactions	NOT APPLICABLE
Duration of the contracts/ arrangements / transactions	NOT APPLICABLE
Salient terms of the contracts or arrangements or transactions including the	NOT APPLICABLE

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value, if any	
Justification for entering into such contracts or arrangements or transactions	NOT APPLICABLE
date(s) of approval by the Board	NOT APPLICABLE
Amount paid as advances, if any:	NOT APPLICABLE
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NOT APPLICABLE

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

Name(s) of the related party and nature of relationship	NOT APPLICABLE
Nature of contracts/ arrangements /transactions	NOT APPLICABLE
Duration of the contracts/ arrangements / transactions	NOT APPLICABLE
Salient terms of the contracts or arrangements or transactions including the value, if any	NOT APPLICABLE
date(s) of approval by the Board	NOT APPLICABLE
Amount paid as advances, if any:	NOT APPLICABLE

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2016

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) **CIN : U45201GJ2009PTC057662**

ii) **Registration Date: 29/07/2014**

iii) **Name of the Company: GRISHMA INFRASTRUCTURE PVT. LTD.**

iv) **Category / Sub-Category of the Company: Company Limited by Shares/Indian Non Government Company.**

v) **Address of the Registered office and contact details: 24, DHARMABHAKTI COMPLEX, GIRIRAJ SOCIETY MAIN ROAD, B/H. BUSSTATION, JUNAGADH – 362 002 (Gujarat) India.**

vi) **Whether listed company: No**

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vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any : NIL**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl NO.	Name and Description of main products / service	NIC Code of the Product/ service	% to total turnover of the company
1	**INFRASTRUCTURE**	**45201**	**100**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i) **Category-wise Share Holding EACH SHARE OF RS. 10/-**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

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A. **Promoters** (1) **Indian** g) Individual/ HUF h) Central Govt i) State Govt (s) j) Bodies Corp. k) Banks / FI l) Any Other... **Sub-total (A) (1):-** (2) **Foreign**	**N.A.**	10000	10000	100%	**N.A**	10000	10000	100%	NO CHANGE
a) NRIs - Individuals b) Other – Individuals c) Bodies Corp. d) Banks / FI e) Any Other.... **Sub-total (A) (2):-** **Total shareholding of Promoter (A) = (A)(1)+(A)(2)**									

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B. **Public Shareholding** 1. **Institutions** a) Mutual Funds b) Banks / FI c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds i) Others (specify) **Sub-total (B)(1):-** 2. **Non-Institutions** a) Bodies Corp. i) Indian ii) Overseas b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual shareholders									

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holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	**N.A.**	10000	10000	100%	**N.A**	10000	10000	100%	**NA**

(ii) Shareholding of Promoters

Sl N o.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No.of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No.of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	% change in share holding during the year

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1	PARESH N. GOHIL	2500	25.00	**N.A.**	2500	25.00	**N.A.**	**N.A.**
2	SAMIR KALARIYA	2500	25.00	**- N.A.**	2500	25.00	**- N.A.**	**- N.A.**
3	AMIT TRAMBADIYA	2500	25.00	**N.A.**	2500	25.00	**N.A.**	**N.A.**
4	BHARATKUMAR DADHANIA	2500	25.00	**N.A.**	2500	25.00	**N.A.**	**N.A.**
	TOTAL	10000	100%	**N.A.**	10000	100%	**N.A.**	**N.A.**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)no change

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): not applicable

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus / sweat equity etc):	**NO CHANGE--**	--	--	--
	At the End of the year	N.A.	N.A.	N.A.	N.A.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No		Shareholding at the beginning of the year	Cumulative Shareholding during the year

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	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1	PARESH N. GOHIL	2500	25.00	2500	25.00
2	SAMIR KALARIYA	2500	25.00	2500	25.00
3	AMIT TRAMBADIYA	2500	25.00	2500	25.00
4 .	BHARATKUMAR DADHANIA	2500	25.00	2500	25.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus / sweat equity etc): DUE TO TRANSFER	**NO CHANGE**	--	--	--
	At the End of the year (or on the date of separation, if separated during the year)				
1	PARESH N. GOHIL	2500	25.00	2500	25.00

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2	SAMIR KALARIYA	2500	25.00	2500	25.00
3	AMIT TRAMBADIYA	2500	25.00	2500	25.00
4	BHARATKUMAR DADHANIA	2500	25.00	2500	25.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL -- --	NIL --	N.A. -- --	**NIL** --
Total (i+ii+iii)	**NIL**	**NIL**	N.A.	**NIL**
Change in Indebtedness during the financial year • Addition • Reduction	+NIL -NIL	+700000 -NIL	--	**+700000** **-NIL**
Net Change	**NIL**	**+700000**		**+700000**
Indebtedness at the				

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end of the financial year i)Principal Amount ii) Interest due but not paid iii) Interest accrued but not dues	**NIL** --	**700000** -----	**N.A.**	**700000** ------
Total (i+ii+iii)	**NIL**	**700000**	**N.A.**	**700000**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: AS UNDER

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		PARESH GOHIL	**SAMIR KALARIYA**	**AMIT TRAMBADIYA**	**BHARATKUMAR DADHANIA--**	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax	NIL	NIL	NIL	NIL	NIL

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	Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - Others, specify...					
5.	Others, please specify					
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	**N.A**	**N.A**	N.A		NIL

B. Remuneration to other directors: Not Applicable

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount

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	3. Independent Directors • Fees for attending board /committee meetings • Commission • Others, please specify					
	Total (1)					
	4. Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : Not Applicable

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total

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1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of Profit - others, specify...				
5.	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	**N.A.**	**N.A.**	**N.A.**	**N.A.**	**N.A.**
Punishment	**N.A.**	**N.A.**	**N.A.**	**N.A.**	**N.A.**

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Compoundig	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compoundig	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compoundig	N.A.	N.A.	N.A.	N.A.	N.A.

For and on behalf of the Board of Directors;
FOR GRISHMA INFRASTRUCTURE PRIVATE LIMITED

CHAIRMAN AND DIRECTOR
PARESH GOHEL(din:-02714594)
At Rajkot on 08/09/2016

GRISHMA INFRASTRUCTURE PVT. LTD
DIRECTOR