SHIVPOOJA INFRASTRUCTURE PRIVATE LIMITED

DIRECTORS' REPORT

To
The Members of
SHIVPOOJA INFRASTRUCTURE PRIVATE LIMITED

Gentlemen,
The Board of Directors present herewith the 2nd Annual Report along with Audited Accounts and Report of the Auditors thereon for the period ended on 31st March, 2015.

FINANCIAL RESULTS :

[AMT. RS.]

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Total Income	667	0
Total Expenditure	(332462)	2508408
Profit/(Loss) Before Tax	333129	(2508408)
Less :Provision for Taxes	0	0
Add/(Less) : Provision of Deferred Tax	4825	769746
Net Profit/(Loss) after tax	328304	(1738662)

Nature of Business:

The Company has been formed with the object of construction. Further, your directors are considering various alternatives to commence such activity as per the object clause of Memorandum of Association.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure A** to this Report.

NUMBER OF BOARD MEETINGS

During the year under review, Four (4) Board Meetings were held viz., 16th May, 2014, 10th September 2014, 6th November, 2014 and 3rd March, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provision contained in Section 134(5) of the Companies Act, 2013, the Directors of your Company state that:

a) in the preparation of the annual accounts for the financial year 31st March, 2015 the applicable accounting standards had been followed. There are no material departures in the adoption of the applicable Accounting Standards.

b) the directors have selected such appropriate 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 or loss of the company for that period;

c) the directors have 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 the annual accounts has been prepared on "going concern" basis;

e) 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.

PARTICULAR OF LOAN & INVESTMENT BY DIRECTORS

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

The Company has neither made any Investments nor have given guarantee during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no Contracts or arrangements entered into by the Company in accordance with the provisions of Section 188(1) if the Companies Act, 2013.

DIVIDEND AND TRANSFER TO RESERVES

In view of the losses, your Directors regret that no dividend is recommended for the year under review.

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

The provisions of Section 134 (3) (m) of the Companies Act-2013 read with Rule 8 of Companies (Accounts) Rules 2014 do not apply to our Company as the Company has not carried out any activities relating to conservation of energy and technology absorption. The Particulars regarding foreign exchange earnings and outgo as required to be disclosed in this regard is NIL.

RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

INTERNAL FINANCIAL CONTROL

The board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, if any, the safeguarding of its assets, if any, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

DETAILS OF DIRECTOR :

During the year there was no change in Directors

AUDITORS :

As per the provisions of section 139 of the Companies Act, 2013, the appointment of M/s. VISHAL ANAND & CO. (FRN:128956W), Chartered Accountants, Ahmedabad auditors of the Company is proposed to be ratified by the members in the ensuing Annual General Meeting and remuneration may be fixed by the members and hold the office from the conclusion of this annual general meeting until the conclusion of 6th Annual General Meeting subject to ratification of Appointment at every Annual General Meeting.

There is no qualification, reservation or adverse remark or disclaimer made by the auditors in their report. Hence, there is no need to offer any explanations or comments by your Board.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN WORKPLACE (PREVENTION, PROHIBITION AND REDERESSAL) ACT, 2013

As the company is not having any employee, the disclosure under the Sexual Harassment of Women Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder or any other guidelines made thereunder is Not Applicable.

AUTHORISED, ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

During the year under review the Authorised Capital of the Company has been increased from Rs. 1,00,000/- to Rs. 55,00,000/-. Though there is no change in issued & paid up capital of the Company during the year.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as here were no transactions on these items or the same were not applicable to the Company during the year under review:

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

2. 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.

3. The provisions relating to submission of Secretarial Audit Report are not applicable to the Company.

4. No material changes and commitments affecting Financial Position of the Company have taken place after completion of the financial period up to the date of this report which may have substantial effect on business and finances of the company and which are required to be disclosed in this Report.

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

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

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

8. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

9. 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.

10. During the year under review, there was no employee in receipt of salary for whom information as per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be given in the Directors' Report.

APPRECIATION

Your Directors wish to place on record their appreciation for the co-operation and continued support extended to the Company by all Government Authorities, Bankers and Shareholders.

By Order of the Board of Directors

FOR, SHIVPOOJA INFRASTRUCTURE PVT. LTD.

H.H. Shah

HHS

Place : Ahmedabad
Date : 27/08/2015

HITESHBHAI H. SHAH
CHAIRMAN
DIN : 06678020