

# GOYAL AND CO (CONSTRUCTIONS) PVT LTD

Regi. Office : 10<sup>th</sup> Floor Commerce House-IV, Beside Shell Petrol Pump,  
100 Feet Road, Prahladnagar, Ahmedabad - 380015  
CIN: U45201GJ1988PTC010799

## DIRECTORS' REPORT:

To  
The Members,

Your Directors are pleased to present the Annual Report together with the audited accounts of the company for the year ended on **31<sup>st</sup> March, 2016**. The summarized financial results for the year ended 31<sup>st</sup> March, 2016 are as under:

### Financial Results:

| <b>Particulars</b>                               | <b>Financial Year 2015-16<br/>(Amount in Rs.)</b> | <b>Financial Year 2014-15<br/>(Amount in Rs.)</b> |
|--------------------------------------------------|---------------------------------------------------|---------------------------------------------------|
| Revenue from operations                          | 53,24,16,727                                      | 84,85,46,925                                      |
| Other Income                                     | 10,06,94,647                                      | 9,71,94,042                                       |
| Total Income                                     | 63,31,11,374                                      | 94,57,40,967                                      |
| Less :                                           |                                                   |                                                   |
| Total Expenditure                                | 17,71,15,551                                      | 40,64,96,844                                      |
| <b>Profit/(Loss) Before Tax</b>                  | <b>45,59,95,823</b>                               | <b>53,92,44,123</b>                               |
| <b>Profit After Tax (with prior period adj.)</b> | <b>42,69,91,315</b>                               | <b>49,24,72,437</b>                               |

### Operations:

During the year under review, the company has earned Total Income of **Rs. 63,31,11,374/-** whereas incurred Total Expenditure of **Rs. 17,71,15,551/-**. The net Profit for the year under review is **Rs. 42,69,91,315/-** Your directors are continuously looking for avenues for the bright future of the company in the years to come.

### Change in the Nature of Business:

There has been no change in the nature of the business during the financial year 2015-16.

### Dividend

Your Directors have not recommended any Dividend during the Financial Year.

### Transfer to Reserves

The company has not transferred any amount to General Reserve.

### Deposits:

The Company has not accepted any Deposits from the public and it is therefore not required to comply with the requirement under the Companies (Accounts) Rules, 2014.

### Change in Share Capital:

During the financial year there is no change in Share Capital.

## **GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

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CIN: U45201GJ1988PTC010799

### **Disclosure regarding Issue of Equity Shares with Different Rights:**

The company has not issued any equity shares with differential voting rights during the Financial year and it is therefore not required to make disclosures specified in Rule 4 (4) of Companies (Share Capital and Debenture) Rules, 2014.

### **Disclosure regarding issue of Sweat Equity Shares:**

The company has not issued any Sweat Equity Shares during the Financial Year and it is therefore not required to make disclosures specified in Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014.

### **Disclosure regarding issue of Employee Stock Option:**

The company has not issued any shares under Employee Stock Option Scheme during the Financial Year and it is therefore not required to make disclosures specified in Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014.

### **Extract of Annual Return:**

The Extract of Annual Return in the Form No. MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 as on the financial year ended on March 31, 2016 is annexed herewith as Annexure - I to this report.

### **Board Meetings:**

During the financial year 2015-16, Nine Meetings of the Board of Directors of the company were held on 01/04/2015, 01/05/2015, 01/07/2015, 04/09/2015, 19/10/2015, 22/11/2015, 31/12/2015, 30/01/2016 and 26/03/2016.

### **Particulars of Loan, Guarantees and Investment:**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note 11 & 17 to the financial statement).

### **Particulars of Contracts or Arrangements with Related Parties**

With reference to Section 134(3) (h) of the Companies Act, 2013, all the contract and arrangement with related parties, under Section 188(1) of the Act, entered by the Company during the financial year, in the ordinary course of the business.

Your attention is drawn to the Related Party disclosures set out in Note no. 30 of the Notes forming part of the Account.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The particulars as required in respect of conservation of energy and technology absorption has not been furnished considering the nature of activities undertaken by the company during the year under review.

## GOYAL AND CO (CONSTRUCTIONS) PVT LTD

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Further during the year under review, details of foreign exchange earnings and outgo are as given below:

| Particulars                     | Financial Year 2015-16<br>(In Rs.) | Financial Year 2014-15<br>(In Rs.) |
|---------------------------------|------------------------------------|------------------------------------|
| Earning in Foreign Currencies   | -                                  | -                                  |
| Expenditure in foreign Currency | -                                  | -                                  |

### Material changes and commitments affecting the financial position of the company:

There are no material changes and commitments affecting financial position of the company which have occurred between the end of financial year and date of report.

### Subsidiaries, Joint Ventures and Associate Companies:

| S. No. | Name and Address of the Company       | CIN/ GLN              | Subsidiary / Associate /Joint Venture | % of share s held | Applicable Section |
|--------|---------------------------------------|-----------------------|---------------------------------------|-------------------|--------------------|
| 1.     | S.G.V. INFRASTRUCTURE PRIVATE LIMITED | U45201GJ2007PTC051639 | Associate Venture                     | 29.48 %           | 2 (6)              |

### Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies:

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in form no. AOC - 1 Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure - II** to this report.

### Directors and Key Managerial Personnel:

Your Company has Four (4) Directors as on March 31, 2016.

1. Mr. Mukesh Rampurshottam Agarwal [DIN : 00195552]
2. Mr. Tanmay Trilokchand Agarwal [DIN : 00195704]
3. Mr. Shivshankar Govindram Agarwal [DIN : 00195751]
4. Mr. Trilokchand Govindram Agarwal [DIN : 00225255]

None of the Directors has been appointed during the financial year.

## GOYAL AND CO (CONSTRUCTIONS) PVT LTD

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100 Feet Road, Prahladnagar, Ahmedabad - 380015  
CIN: U45201GJ1988PTC010799

### Declaration by Independent Director:

As per the requirements of the Companies Act, 2013, the company is not requires to appoint independent Directors being private limited company. Therefore requirement for obtaining Declaration by the Independent Directors pursuant to section 149 (6) Companies Act, 2013 is also not applicable to the company.

### Directors' Responsibility Statement:

In accordance with the provisions of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, the Board of Directors states:

- 1) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 2) That the directors have 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.
- 3) That 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.
- 4) That the Directors have prepared the annual accounts on a going concern basis.
- 5) 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.

### Particulars of Employees:

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not forming part of the Report , as the said provisions are not applicable to the company being a private limited company.

### Receipt of Commission/Remuneration:

The Directors of the Company received Remuneration from the company during the financial year 2015-16.

| Sr. No. | Name of Director                  | Remuneration (In Rs.) |
|---------|-----------------------------------|-----------------------|
| 1       | Mr. Mukesh Rampurshottam Agarwal  | Rs. 4,00,000/- p.a.   |
| 2       | Mr. Tanmay Trilokchand Agarwal    | Rs. 2,00,000/- p.a.   |
| 3       | Mr. Shivshankar Govindram Agarwal | Rs. 2,00,000/- p.a.   |
| 4       | Mr. Trilokchand Govindram Agarwal | Rs. 4,00,000/- p.a.   |
|         | Total                             | Rs. 12,00,000/- p.a.  |

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CIN: U45201GJ1988PTC010799

### **Managerial Remuneration:**

The company not requires making disclosures pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to Managerial Remuneration being an Unlisted 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:**

The Company has not received any significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in Future.

### **Disclosures under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013**

During the year under review, no complaint was received on Sexual Harassment.

### **Internal Financial Control System:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

### **Risk Management Policy:**

The company has taken sufficient insurance for the properties against risks of fire, strike, riot and earthquake. All the Assets of the company including Inventories, Buildings, and Machinery are adequately insured.

### **Corporate Social Responsibility:**

Under Section 135 of the Companies Act, 2013 the provision of Corporate Social Responsibility is applicable to the company for the financial year 2015-16. The Board has constituted the CSR committee. The committee finalized a policy for the purpose of activities to be carried out for CSR and decided to explore the proper channel through which said activities can be carried out and necessary amount could be spent. During the year, the company has spent Rs. 20,00,000/- to Shri Govindram Agarwal charitable Trust. However, the company could not finalize the proper NGO/Trusts;/Authorities for spending of remaining portion of CSR i.e. Rs. 84,96,678/- and therefore, the company could not spend the remaining amount on CSR activities. The company is in process of finalization of the NGO/Trusts;/Authorities through whom CSR activities could be carried out. Your attention is drawn to the Corporate Social Responsibility contribution set out in Note no. 32 to the notes forming part of the Financial Statements.

The Annual Report on our CSR Activities is appended as **Annexure III** to the Board Report.

### **Audit Committee:**

The company is not require to constitute Audit Committee pursuant to section 177 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014 being a private Limited company.

### **Vigil Mechanism:**

The company has established Vigil Mechanism pursuant to section 177 of the Companies Act, 2013 read with rule (7) of the Companies (Meetings of Board and its Powers) Rules, 2014.

## **GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

Regi. Office : 10<sup>th</sup> Floor Commerce House-IV, Beside Shell Petrol Pump,

100 Feet Road, Prahladnagar, Ahmedabad - 380015

CIN: U45201GJ1988PTC010799

### **Nomination and Remuneration Committee:**

The company is not required to constitute Nomination and Remuneration Committee pursuant to section 178 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014 being a private Limited company.

### **Board Evaluation:**

The provisions relating to Board Evaluation is not applicable to the company being a private Limited company. Therefore Statement indicating manner in which formal evaluation of Board, Committee, Individual Director has been done by the Board pursuant to section 134 (3) (p) of the Companies Act, 2013 read with rule 8 (4) of the Companies (Accounts) Rules, 2014 is not required to attach with the Board Report.

### **Corporate Governance:**

The provisions relating to Corporate Governance is not applicable to the company being a Private Limited Company.

### **Secretarial Audit Report:**

Section 204 of the companies Act, 2013 relating to Secretarial Audit is not applicable to the company being a private limited company. Therefore the company not requires obtaining secretarial Audit Report in Form No. MR - 3 pursuant to section 204(1) of the Companies Act, 2013 and rule (9) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 being a private Limited company.

### **Statutory Auditors:**

The Company had approached M/s Anil Kumar Seth & Co., Chartered Accountants, (Firm Registration Number: 100445W) for their appointment as Statutory Auditors in place of outgoing auditors and they have informed the Company that, if appointed as Statutory Auditors of the Company, their appointment as Auditors will be within the limits prescribed under Section 141 of the Companies Act, 2013 and Rules framed there under, as amended from time to time. Accordingly, the members' approval has been sought for their appointment as the Statutory Auditors of the Company for next five years (2016-17 to 2020-21) subject to ratification of their appointment in every annual general meeting, at such remuneration plus service tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### **Cost Auditor:**

The company has appointed M/s. Manish Bhagyandas Analkat, Cost Accountants (Registration No. 19378) as cost auditors for conducting the audit of cost records of the Company for the financial year 2016-17.

### **Auditors Report:**

As regards the comments made in the Auditor's Report, the Board is of the opinion that they are self-explanatory and does not warrant further clarification.

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

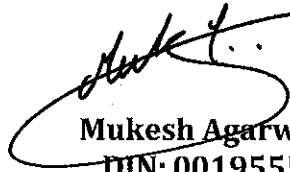
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**Acknowledgement:**

Your directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the company. Your directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

Place: Ahmedabad  
Date: 02/09/2016

**For GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

  
**Mukesh Agarwal**  
DIN: 00195552  
Director

  
**Shivshankar G. Agarwal**  
DIN: 00195751  
Director

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

CIN: U45201GJ1988PTC010799

Annexure-I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

|    |                                                                            |                                                                                                                                              |
|----|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | CIN                                                                        | U45201GJ1988PTC010799                                                                                                                        |
| 2. | Registration Date                                                          | 06/06/1988                                                                                                                                   |
| 3. | Name of the Company                                                        | GOYAL AND CO (CONSTRUCTIONS)PVT LTD                                                                                                          |
| 4. | Category/Sub-category of the Company                                       | Company Limited by shares<br>Indian Non-Government Company                                                                                   |
| 5. | Address of the Registered office & contact details                         | 10 <sup>th</sup> Floor, Commerce House-4, Beside Reliance Petrol Pump,<br>100 Ft Road, Prahladnagar, Satellite, Ahmedabad-380015,<br>Gujarat |
| 6. | Whether listed company                                                     | No                                                                                                                                           |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | -----                                                                                                                                        |

**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)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service   | % to total turnover of the company |
|--------|--------------------------------------------------|-----------------------------------|------------------------------------|
| 1      | Construction                                     | 45201<br>[ As per NIC code, 2004] | 100.00%                            |

**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 |
|--------|------------------------------------------------|-----------------------|----------------------------------|------------------|--------------------|
| 1      | ANDURA INFRASTRUCTURE PRODUCTS PRIVATE LIMITED | U26966GJ2004PTC043695 | Holding Company                  | 62.05%           | 2 (46)             |
| 2      | S.G.V. INFRASTRUCTURE PRIVATE LIMITED          | U45201GJ2007PTC051639 | Associate Venture                | 29.48%           | 2 (6)              |

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**

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**CIN: U45201GJ1988PTC010799**

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

### i) Category-wise Share Holding

[illegible]

# GOYAL AND CO (CONSTRUCTIONS) PVT LTD

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CIN: U45201GJ1988PTC010799

|                                                                                  |   |               |               |            |   |               |               |            |              |
|----------------------------------------------------------------------------------|---|---------------|---------------|------------|---|---------------|---------------|------------|--------------|
| i) Others (specify)                                                              | - | -             | -             | -          | - | -             | -             | -          | -            |
| <b>Sub-total (B)(1):-</b>                                                        | - | -             | -             | -          | - | -             | -             | -          | -            |
| <b>2. Non-Institutions</b>                                                       |   |               |               |            |   |               |               |            |              |
| a) Bodies Corp.                                                                  | - | -             | -             | -          | - | -             | -             | -          | -            |
| i) Indian                                                                        | - | -             | -             | -          | - | -             | -             | -          | -            |
| ii) Overseas                                                                     | - | -             | -             | -          | - | -             | -             | -          | -            |
| b) Individuals                                                                   | - | -             | -             | -          | - | -             | -             | -          | -            |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | - | -             | -             | -          | - | -             | -             | -          | -            |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | -             | -             | -          | - | -             | -             | -          | -            |
| c) Others (specify)                                                              | - | -             | -             | -          | - | -             | -             | -          | -            |
| <b>Sub-total (B)(2):-</b>                                                        | - | -             | -             | -          | - | -             | -             | -          | -            |
| Total Public Shareholding (B)=(B)(1)+(B)(2)                                      | - | -             | -             | -          | - | -             | -             | -          | -            |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | - | -             | -             | -          | - | -             | -             | -          | -            |
| <b>Grand Total (A+B+C)</b>                                                       | - | <b>313800</b> | <b>313800</b> | <b>100</b> | - | <b>313800</b> | <b>313800</b> | <b>100</b> | <b>00.00</b> |

## ii) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of the year |                                  |                                                  | Shareholding at the end of the year |                                  |                                                  | % change in shareholding during 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 |                                          |
| 1  | Sandip R.Agarwal   | 26265                                     | 8.37                             | 00.00                                            | 26265                               | 8.37                             | 00.00                                            | 00.00                                    |
| 2  | Trilok G.Agarwal   | 22020                                     | 7.02                             | 00.00                                            | 22020                               | 7.02                             | 00.00                                            | 00.00                                    |

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|    |                                       |        |       |       |        |       |       |       |
|----|---------------------------------------|--------|-------|-------|--------|-------|-------|-------|
| 3  | Shivsankar Agarwal                    | 23010  | 7.33  | 00.00 | 23010  | 7.33  | 00.00 | 00.00 |
| 4  | R.P.Trilok HUF                        | 1250   | 0.40  | 00.00 | 1250   | 0.40  | 00.00 | 00.00 |
| 5  | R.P.Mukesh HUF                        | 3650   | 1.16  | 00.00 | 3650   | 1.16  | 00.00 | 00.00 |
| 6  | R.P.Shiv&Bros HUF                     | 750    | 0.24  | 00.00 | 750    | 0.24  | 00.00 | 00.00 |
| 7  | Jayshreedevi T.Agarwal                | 3360   | 1.07  | 00.00 | 3360   | 1.07  | 00.00 | 00.00 |
| 8  | Indiradevi Agarwal                    | 3230   | 1.03  | 00.00 | 3230   | 1.03  | 00.00 | 00.00 |
| 9  | Meenadevi Agarwal                     | 690    | 0.22  | 00.00 | 690    | 0.22  | 00.00 | 00.00 |
| 10 | R.P.&Sons HUF                         | 600    | 0.19  | 00.00 | 600    | 0.19  | 00.00 | 00.00 |
| 11 | Mukesh Agarwal                        | 22990  | 7.33  | 00.00 | 22990  | 7.33  | 00.00 | 00.00 |
| 12 | Trilok Shiv HUF                       | 410    | 0.13  | 00.00 | 410    | 0.13  | 00.00 | 00.00 |
| 13 | Tanmay Agarwal                        | 1000   | 0.32  | 00.00 | 1000   | 0.32  | 00.00 | 00.00 |
| 14 | Devikirani Agarwal                    | 4810   | 1.53  | 00.00 | 4810   | 1.53  | 00.00 | 00.00 |
| 15 | Babitadevi Agarwal                    | 1300   | 0.41  | 00.00 | 1300   | 0.41  | 00.00 | 00.00 |
| 16 | Trilok Govindram HUF                  | 2025   | 0.65  | 00.00 | 2025   | 0.65  | 00.00 | 00.00 |
| 17 | R.P.Trilok& BROS.HUF                  | 1740   | 0.55  | 00.00 | 1740   | 0.55  | 00.00 | 00.00 |
| 18 | Andura Infrastructure Product Pvt Ltd | 194700 | 62.05 | 00.00 | 194700 | 62.05 | 00.00 | 00.00 |
|    | Total                                 | 313800 | 100   | 00.00 | 313800 | 100   | 00.00 | 00.00 |

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

# GOYAL AND CO (CONSTRUCTIONS) PVT LTD

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CIN: U45201GJ1988PTC010799

| SN | Particulars                                                                                                                                                                   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
|    |                                                                                                                                                                               | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|    | At the beginning of the year                                                                                                                                                  | -                                         | -                                | -                                       | -                                |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | -                                         | -                                | -                                       | -                                |
|    | At the end of the year                                                                                                                                                        | -                                         | -                                | -                                       | -                                |

## iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For Each of the Top 10 Shareholders                                                                                                                                          | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
|    |                                                                                                                                                                              | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|    | At the beginning of the year                                                                                                                                                 | -                                         | -                                | -                                       | -                                |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -                                         | -                                | -                                       | -                                |
|    | At the end of the year                                                                                                                                                       | -                                         | -                                | -                                       | -                                |

## v) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel                                            | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|-------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
|    |                                                                                                             | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1. | TANMAY TRILOKCHAND AGARWAL                                                                                  |                                           |                                  |                                         |                                  |
|    | At the beginning of the year                                                                                | 1000                                      | 0.32                             | 1000                                    | 0.32                             |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase | -                                         | -                                | 1000                                    | 0.32                             |

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|    |                                                                                                                                                                               |       |      |       |      |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------|-------|------|
|    | /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):                                                                                                             |       |      |       |      |
|    | At the end of the year                                                                                                                                                        | 1000  | 0.32 | 1000  | 0.32 |
| 2. | MUKESH RAMPURSHOTTAM AGARWAL                                                                                                                                                  |       |      |       |      |
|    | At the beginning of the year                                                                                                                                                  | 22990 | 7.33 | 22990 | 7.33 |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | -     | -    | 22990 | 7.33 |
|    | At the end of the year                                                                                                                                                        | 22990 | 7.33 | 22990 | 7.33 |
| 3. | SHIVSHANKAR GOVINDRAM AGARWAL                                                                                                                                                 |       |      |       |      |
|    | At the beginning of the year                                                                                                                                                  | 23010 | 7.33 | 23010 | 7.33 |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | -     | -    | 23010 | 7.33 |
|    | At the end of the year                                                                                                                                                        | 23010 | 7.33 | 23010 | 7.33 |
| 4. | TRILOKCHAND GOVINDRAM AGARWAL                                                                                                                                                 |       |      |       |      |
|    | At the beginning of the year                                                                                                                                                  | 22020 | 7.02 | 22020 | 7.02 |
|    | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | -     | -    | 22020 | 7.02 |
|    | At the end of the year                                                                                                                                                        | 22020 | 7.02 | 22020 | 7.02 |
|    | Total                                                                                                                                                                         |       |      |       |      |

## V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

|                                                            | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount                                        | 1,65,08,56,416                   | 28,17,16,156    | -        | 193,25,72,572      |

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**Regi. Office : 10<sup>th</sup> Floor Commerce House-IV,

Beside Shell Petrol Pump, 100 Feet Road, Prahladnagar, Ahmedabad - 380015

CIN: U45201GJ1988PTC010799

|                                                         |                |              |   |                |
|---------------------------------------------------------|----------------|--------------|---|----------------|
| ii) Interest due but not paid                           | -              | -            | - | -              |
| iii) Interest accrued but not due                       | -              | -            | - | -              |
| <b>Total (i+ii+iii)</b>                                 | 1,65,08,56,416 | 28,17,16,156 | - | 193,25,72,572  |
| <b>Change in Indebtedness during the financial year</b> |                |              |   |                |
| * Addition                                              | -              | 1,52,12,672  | - | 1,52,12,672    |
| * Reduction                                             | (58,76,20,028) | -            | - | (58,76,20,028) |
| <b>Net Change</b>                                       | (58,76,20,028) | 1,52,12,672  | - | (57,24,07,356) |
| <b>Indebtedness at the end of the financial year</b>    |                |              |   |                |
| i) Principal Amount                                     | 1,06,32,36,388 | 29,69,28,828 | - | 1,36,01,65,216 |
| ii) Interest due but not paid                           | -              | -            | - | -              |
| iii) Interest accrued but not due                       | -              | -            | - | -              |
| <b>Total (i+ii+iii)</b>                                 | 1,06,32,36,388 | 29,69,28,828 | - | 1,36,01,65,216 |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:  
Not Applicable**

| SN. | Particulars of Remuneration                                                         | Name of MD/WTD/ Manager |      |      | Total Amount |
|-----|-------------------------------------------------------------------------------------|-------------------------|------|------|--------------|
|     |                                                                                     | ----                    | ---- | ---- | ----         |
| 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<br>- as % of profit<br>- others, specify                                 | ----                    | ---- | ---- | ----         |
| 5   | Others, please specify:<br>Conveyance                                               | ----                    | ---- | ---- | ----         |
|     | Total (A)                                                                           | ----                    | ---- | ---- | ----         |
|     | Ceiling as per the Act                                                              | ----                    | ---- | ---- | ----         |

**B. Remuneration to other directors**

| SN. | Particulars of Remuneration | Name of Directors | Total Amount |
|-----|-----------------------------|-------------------|--------------|
|-----|-----------------------------|-------------------|--------------|

# GOYAL AND CO (CONSTRUCTIONS) PVT LTD

Regi. Office : 10<sup>th</sup> Floor Commerce House-IV,

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CIN: U45201GJ1988PTC010799

|   |                                            |                |                |                     |                     |           |
|---|--------------------------------------------|----------------|----------------|---------------------|---------------------|-----------|
| 1 | Independent Directors                      | -----          | ----           | ----                | ---                 | -----     |
|   | Fee for attending board committee meetings | -----          | ----           | ----                | ---                 | -----     |
|   | Commission                                 | -----          | ----           | ----                | ---                 | -----     |
|   | Others, please specify                     | -----          | ----           | ----                | ---                 | -----     |
|   | Total (1)                                  | -----          | ----           | ----                | ---                 | -----     |
| 2 | Other Non-Executive Directors              | Mukesh Agarwal | Tanmay Agarwal | Shivshankar Agarwal | Trilokchand Agarwal |           |
|   | Fee for attending board committee meetings | ----           | ----           | ----                | ----                | ----      |
|   | Commission                                 | -----          | ----           | ----                | ----                | ----      |
|   | Others, please specify                     | 4,00,000       | 2,00,000       | 2,00,000            | 4,00,000            | 12,00,000 |
|   | Total (2)                                  | 4,00,000       | 2,00,000       | 2,00,000            | 4,00,000            | 12,00,000 |
|   | Total (B)=(1+2)                            | 4,00,000       | 2,00,000       | 2,00,000            | 4,00,000            | 12,00,000 |
|   | Total Managerial Remuneration              | 4,00,000       | 2,00,000       | 2,00,000            | 4,00,000            | 12,00,000 |
|   | Overall Ceiling as per the Act             | ----           | ----           | ----                | ----                | ----      |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/MTD

Not Applicable

| SN | Particulars of Remuneration                                                         | Key Managerial Personnel |       |       |       |
|----|-------------------------------------------------------------------------------------|--------------------------|-------|-------|-------|
|    |                                                                                     | CEO                      | CS    | CFO   | Total |
| 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                                                                               |                          |       |       |       |

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**Regi. Office : 10<sup>th</sup> Floor Commerce House-IV,

Beside Shell Petrol Pump, 100 Feet Road, Prahladnagar, Ahmedabad - 380015

CIN: U45201GJ1988PTC010799

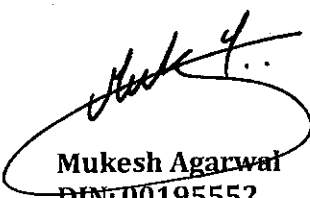
**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Not Applicable**

| 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) |
|-------------------------------------|------------------------------|-------------------|------------------------------------------------------------|-------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |                                                            |                               |                                    |
| Penalty                             | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Punishment                          | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Compounding                         | -----                        | -----             | -----                                                      | -----                         | -----                              |
| <b>B. DIRECTORS</b>                 |                              |                   |                                                            |                               |                                    |
| Penalty                             | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Punishment                          | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Compounding                         | -----                        | -----             | -----                                                      | -----                         | -----                              |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |                                                            |                               |                                    |
| Penalty                             | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Punishment                          | -----                        | -----             | -----                                                      | -----                         | -----                              |
| Compounding                         | -----                        | -----             | -----                                                      | -----                         | -----                              |

Place: Ahmedabad

Date: 02/09/2016

For GOYAL AND CO (CONSTRUCTIONS)PVT LTD

  
Mukesh Agarwal  
DIN: 00195552  
Director  
Shivshankar G. Agarwal  
DIN: 00195751  
Director

**GOYAL AND CO (CONSTRUCTIONS)PVT LTD**

CIN: U45201GJ1988PTC010799

REGD. OFFICE: 10 TH FLOOR, COMMERCE HOUSE-4, BESIDE RELIANCE PETROL PUMP,  
100 FT ROAD, PRAHLADNAGAR, SATELLITE, AHMEDABAD-380015

Annexure - II

**Form AOC-1**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies  
(Accounts) Rules, 2014)**Statement containing salient features of the financial statement of subsidiaries or  
associate companies or joint ventures****Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sl. No. | Particulars                                                                                                                  | Details |
|---------|------------------------------------------------------------------------------------------------------------------------------|---------|
| 1.      | Name of the subsidiary                                                                                                       | NIL     |
| 2.      | Name of the subsidiary                                                                                                       | NIL     |
| 3.      | The date since when subsidiary was acquired                                                                                  | NIL     |
| 4.      | Reporting period for the subsidiary concerned, if different from the holding company's reporting period.                     | NIL     |
| 5.      | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | NIL     |
| 6.      | Share capital                                                                                                                | NIL     |
| 7.      | Reserves and surplus                                                                                                         | NIL     |
| 8.      | Total assets                                                                                                                 | NIL     |
| 9.      | Total Liabilities                                                                                                            | NIL     |
| 10.     | Investments                                                                                                                  | NIL     |
| 11.     | Turnover                                                                                                                     | NIL     |
| 12.     | Profit before taxation                                                                                                       | NIL     |
| 13.     | Provision for taxation                                                                                                       | NIL     |
| 14.     | Profit after taxation                                                                                                        | NIL     |
| 15.     | Proposed Dividend                                                                                                            |         |
| 16.     | Extent of shareholding (in percentage)                                                                                       |         |

**Notes:** The following information shall be furnished at the end of the statement:

|    |                                                                          |     |
|----|--------------------------------------------------------------------------|-----|
| 1. | Names of subsidiaries which are yet to commence operations               | NIL |
| 2. | Names of subsidiaries which have been liquidated or sold during the year | NIL |

**GOYAL AND CO (CONSTRUCTIONS)PVT LTD**

CIN: U45201GJ1988PTC010799

REGD. OFFICE: 10 TH FLOOR, COMMERCE HOUSE-4, BESIDE RELIANCE PETROL PUMP,  
100 FT ROAD, PRAHLADNAGAR, SATELLITE, AHMEDABAD-380015**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

|                                                                               |                                                             |
|-------------------------------------------------------------------------------|-------------------------------------------------------------|
| Name of associates/Joint Ventures                                             | S.G.V. INFRASTRUCTURE PRIVATE LIMITED                       |
| 1. Latest audited Balance Sheet Date                                          | 31 <sup>ST</sup> March, 2016                                |
| 2. Date on which the Associate or Joint Venture was associated or acquired    |                                                             |
| 3. Shares of Associate or Joint Ventures held by the company on the year end  |                                                             |
| No.                                                                           | 452800 Equity Shares                                        |
| Amount of Investment in Associates or Joint Venture                           | Rs.45,28,000/-                                              |
| Extend of Holding (in percentage)                                             | 29.48 %                                                     |
| 4. Description of how there is significant influence                          | significant influence by way of holding of 29.48% of Shares |
| 5. Reason why the associate/joint venture is not consolidated                 |                                                             |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | Rs. 11,40,57,380/-                                          |
| 7. Profit/Loss for the year                                                   |                                                             |
| i. Considered in Consolidation                                                | NIL                                                         |
| ii. Not Considered in Consolidation                                           | Rs. (61,91,036)/-                                           |

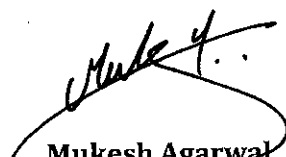
|    |                                                                                          |     |
|----|------------------------------------------------------------------------------------------|-----|
| 1. | Names of associates or joint ventures which are yet to commence operations               | NIL |
| 2. | Names of associates or joint ventures which have been liquidated or sold during the year | NIL |

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Place: Ahmedabad

Date: 02/09/2016

For GOYAL AND CO (CONSTRUCTIONS)PVT LTD



**Mukesh Agarwal**  
DIN: 00195552  
Director



**Shivshankar Agarwal**  
DIN: 00195751  
Director

**ANNEXURE - III TO THE DIRECTORS' REPORT**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE  
FINANCIAL YEAR 2015-16**

|    |                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                   |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | A brief outline of the Company' CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to CSR Policy and projects or programs. | The CSR Committee decided to spend in several projects relating to Education, Rural Development, Social Empowerment & Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education during the year and initiated various activities in neighboring villages, and around plant location. |
| 2  | The Composition of the CSR Committee                                                                                                                                                     | <ol style="list-style-type: none"> <li>1. Mr. Mukesh Agarwal _Chairman &amp; Director</li> <li>2. Mr. Shivshankar Agarwal_ Director</li> <li>3. Mr. Trilokchand Agarwal_ Director</li> <li>4. Mr. Tanmay Agarwal_ Director</li> </ol>                                                                             |
| 3. | Average net profit of the Company for last three financial year                                                                                                                          | Rs. 52,48,33,908/-                                                                                                                                                                                                                                                                                                |
| 4. | Prescribed CSR Expenditure (two per cent of the amount as in item 3above)                                                                                                                | Rs. 104,96,678/-                                                                                                                                                                                                                                                                                                  |
| 5. | Details of CSR spent during the financial year 2015-16                                                                                                                                   |                                                                                                                                                                                                                                                                                                                   |
|    | (a) Total amount to be spent for the financial year 2015-16                                                                                                                              | Rs. 20,00,000/-                                                                                                                                                                                                                                                                                                   |
|    | (b) Amount unspent, if any                                                                                                                                                               | Rs. 84,96,678/-                                                                                                                                                                                                                                                                                                   |

**GOYAL AND CO (CONSTRUCTIONS) PVT LTD**  
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Manner in which the amount spent during the financial year is detailed below

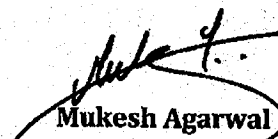
**DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING FINANCIAL YEAR 2015-16**

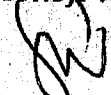
| (1)<br>Sr.<br>No. | (2)<br>CSR Project or<br>activity<br>identified.    | (3)<br>Sector in which<br>the project is<br>covered                                                                                                                                      | (4)<br>Project or<br>Program<br>1) Local area<br>or other<br>2) Specify the<br>State and<br>district<br>where<br>projects or<br>programs<br>were<br>undertaken | (5)<br>Amount<br>outlay(budget<br>) project or<br>programs wise<br>(In Rs.) | (6)<br>Amount<br>spent on the<br>projects or<br>programs<br>Sub-heads:<br>1.Direct<br>on projects<br>or programs-<br><br>2.Overheads: | (7)<br>Cumulative<br>Expenditure<br>upto the<br>reporting<br>period i.e.<br>FY 2015-16 | (8)<br>Amount<br>spent Direct<br>or through<br>implemting<br>Agency. |
|-------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 1                 | Shri<br>Govindram<br>Agarwal<br>charitable<br>Trust | Providing<br>Education,<br>Medical Relief,<br>and relief of<br>poverty to the<br>people and<br>providing<br>financial help<br>to deaf and<br>dumb, blind<br>and other<br>disable persons | Ahmedabad,<br>Gujarat                                                                                                                                          | 20,00,000                                                                   | 20,00,000                                                                                                                             | —                                                                                      | Direct                                                               |
|                   | <b>Total</b>                                        |                                                                                                                                                                                          |                                                                                                                                                                | 20,00,000                                                                   | 20,00,000                                                                                                                             | —                                                                                      |                                                                      |

Place: Ahmedabad

Date: 02/09/2016

For GOYAL AND CO (CONSTRUCTIONS) PVT LTD

  
**Mukesh Agarwal**  
 DIN: 00195532  
 Chairman, CSR Committee

  
**Shivshankar Agarwal**  
 DIN: 00195751  
 Director