

SUDHAPATI DEVELOPERS PRIVATE LIMITED

CIN: U45500GJ2018PTC101074

Add: SHOP NO-1 5,6 JAI BHARAT VIP SOCIETY BEHIND UTKARSH SCHOOL, DIWALIPURA,
RACE COURSE, VADODARA-390007. Gujarat, India.

Mobile No: +91 9909929779. Email Id: sudhapatidevelopers@gmail.com

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DIRECTORS' REPORT

To,
The Members,
SUDHAPATI DEVELOPERS PRIVATE LIMITED.

Your Directors have pleasure in presenting their Third Report on the business and operations of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended **March 31, 2019.**

FINANCIAL HIGHLIGHTS

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

(Amount in Rupees)		
PARTICULARS	2018 - 2019	2017 - 2018
Total Operational Income	7,86,57,096	0
Other Income	0	24,178
Total Income	7,86,57,096	24,178
Less: Depreciation	5,13,507	0
Less: Total Expenses	7,09,11,308	20,477
Profit / (Loss) before Tax	72,32,281	3,701
Less: Income Tax	15,06,327	953
Add: Deferred Tax	48,291	0
Profit After Tax	57,74,245	2,748
Profit available for Appropriation	57,74,245	2,748
Less: Profit utilized for issue of Bonus Shares	0	0
Less: Proposed Dividend	0	0
Net Profit	57,74,245	2,748
Earnings Per share (Basic)	577.42	0.27
Earnings Per share (Diluted)	577.42	0.27

STATE OF COMPANY'S AFFAIRS:

The company has earned Revenue during the year of Rs. 7,86,57,096/-. Total expenses during the year is 7,28,82,851/- (Total expenses includes depreciation). The company has booked Net Profit of Rs. 57,74,245/- which is higher as compared to previous year.

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Your Directors assures you that they would grab all business opportunities that could be seized from the market for the overall development of our business and foresee bright prospects of the Company in the years to come.

FUTURE OUTLOOK

Your Company is focused on profitable growth in the long-term and is taking several steps to reduce costs, minimize waste, improve quality and customer interface and enhance profitability of its services. During the year it was recognizes that input costs are firm and there is sluggishness in the general economy. Your Company pays special attention to making its services competitive and be increasingly visible to the customers.

RESERVE:

The amount of 72,32,281/- to be carried as Profit in the balance sheet for the financial year ended 31st March, 2019. It is not being proposed to carry this amount in to any specific reserve.

DIVIDEND

With a view to conserve funds for future expansion and modernization requirements, your Directors intend to plough back the profit and do not recommend any Dividend for the current financial year.

DEPOSITS

The Company has not accepted any deposit within the meaning of Deposit pursuant to the Companies (Acceptance of Deposits) Rules, 2014.

CHANGES IN NATURE OF BUSINESS

There is no Change in the nature of the business of the Company done during the year.

MATERIAL CHANGES AND COMMITMENTS

There is no material change and commitment affecting the financial position of the Company, occurred between the end of financial year of the Company i. e. March 31, 2019 and the date of this report unless otherwise specifically stated in this report.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since the Company has not declared dividend during the year, provisions of Section 125(2) of the Companies Act, 2013 does not apply.

BOARD MEETINGS

A total of 5 Board Meetings were held during the financial year ended 31st March, 2019. The maximum gap between any two Board Meetings was less than 120 days. The numbers of members of the Board, their attendance at the Meetings are as under:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Presents
1	16/04/2018	07	07
2	03/07/2018	07	07
3	13/10/2018	07	07
4	17/01/2019	07	07
5	22/03/2019	07	07

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AUDIT COMMITTEE

The Company being a Private Company, provisions of Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Powers) were not applicable.

STATEMENT ON THE DECLARATION GIVEN BY INDEPENDENT DIRECTOR PURSUANT TO SECTION 149(6) OF THE ACT

Since the company being Private Company need not have any independent director and accordingly no statement in respect of declaration of independent director taken is received by the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. Changes in Directors:

There is no change in the Composition of Directors and none of the Directors are liable to retire by rotation

II. Changes in Key Managerial Personnel:

The Company was not required to appoint Key Managerial Personnel as per Section 203 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

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

a) CONSERVATION OF ENERGY

Your Company is engaged in dealing of medical services and Efforts are continuously made by the Company to minimize wastages, optimal utilization of energy.

Steps taken for conservation	No specific measures were taken
Steps taken for utilizing alternate sources of energy	NIL
Capital investment on energy conservation equipments	NIL

b) TECHNOLOGY ABSORPTION

Efforts made for technology absorption	No Research and development were carried out during the year under report
Benefits derived	Not Applicable
Imported Technology	
Details of technology imported	No technology was imported during the year with respect to energy conservation
Year of import	Not Applicable
Whether imported technology fully absorbed	Not Applicable
Areas where absorption of imported technology has not taken place, if any	Not Applicable

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c) FOREIGN EXCHANGE EARNINGS/ OUTGO

The Details of Earning and Expenditure in Foreign Currency are as under:

Particulars	Amount in foreign currency	Amount in INR
Foreign Earnings	NIL	NIL
Foreign Expenditures (including Capital Goods)	NIL	NIL

EXTRACT OF THE ANNUAL RETURN U/S 92(3) OF THE ACT AS PER FORM MGT-9

Extract of the Annual Return as per Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 for the Financial Year 2018-2019 has been enclosed with this report.

SIGNIFICANT AND MATERIAL ORDERS

There are not significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

COST AUDITORS

As per the Cost Audit Orders, Cost Audit is not applicable.

AUDITORS

M/s NIRAV SHAH & ASSOCIATES, Chartered Accountants, (Firm Registration No121897W) were appointed by members of the company in Annual General Meeting held on 02.08.2018, for the period of 5 years until the conclusion of Sixth Annual General Meeting to be held after that meeting, subject to ratification at every Annual General Meeting in terms of Section 139 of the Companies Act 2013. They have confirmed their eligibility and willingness for the next term from the conclusion of ensuing annual general meeting to the conclusion of next annual general meeting.

Ratification of Auditor is removed via Companies Amendment Act 2017 (Section 139 (1) Omitted).

CHANGES IN SHARE CAPITAL

a) Authorised Share Capital

There is no change in the Authorised Share Capital of Company during the period under report.

b) Paid Up Share Capital

There is no change in Paid-up Share capital of the company during the period under report.

INDUSTRIAL RELATIONS & HUMAN RESOURCES

The Company treats its all manpower as a valuable assets and growth of the company is possible through entire workforce working in the company. The industrial relation with workmen and staff continued to be extremely cordial during the year under review. The Board wishes to take place on record its appreciation for the valuable services rendered by its entire workforce.

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DIRECTORS' RESPONSIBILITY STATEMENT

- Your Directors have followed the applicable accounting standards along with proper explanation relating to material departure, if any, while preparing the annual accounts;
- Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit and Loss of the Company for the period;
- Your 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;
- Your Directors have prepared the annual accounts on a going concern basis.
- Your Director have laid down proper internal financial control which are adequate and are operating effectively; and
- Your Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION ETC. IF REQUIRED TO CONSTITUTE NOMINATION & REMUNERATION COMMITTEE PURSUANT TO SECTION 178(1) OF THE ACT:

Since the Company being a Private Company need not constitute Nomination & Remuneration committee and accordingly the Company is not required to formulate policy on Directors Appointment and Remuneration.

EXPLANATION(S) / COMMENT(S) ON QUALIFICATION(S) / RESERVATION(S) / ADVERSE REMARK(S) / DISCLAIMER BY STATUTORY AUDITOR IN THEIR RESPECTIVE REPORT:

There is neither any qualification / reservation / adverse remark nor any disclaimer by statutory Auditors in their report and accordingly no explanation / comment is required.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186 OF THE COMPANIES ACT 2013:

The Company has neither given loan nor provided any security / guarantee or made any investment covered under Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTICULARS REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013:

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY:

The Company being a Private Limited Company is not under the purview for constituting Risk management committee under the provisions of listing agreement. However, the Board periodically reviews the operations of the Company and identifies the risk / potential risk, if any to the Company and implement the necessary course of action(s) which the Board deems fit in the best interest of the Company.

It may please be noted that a risk management plan of the Company is developed and implemented for creating and protecting the Shareholder's value by minimizing threats or losses and to identify and provide a framework that enables future activities of a Company to take place in a consistent and

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controlled manner. In the opinion of the Board, there is no any risk which may threaten the existence of the Company.

Further almost all the business operations are being carried out directly under the supervision and control of the Directors leaving no scope of any fraud or irregularities.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

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

CORPORATE SOCIAL RESPONSIBILITY:

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act and rules framed there under, your Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

STATEMENT RELATING TO MANNER OF ANNUAL EVALUATION BY THE BOARD OF PERFORMANCE OF BOARD / COMMITTEE / DIRECTORS:

Since the Company is neither Listed Company nor Public Company having paid up capital of Rs. 25 Crores or more. The Company is not required to furnish the statement and accordingly the same has not been furnished.

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM:

Since the Company does not fall in any of the criteria mentioned in Section 177(9) read with rule 7 of the Companies (Meetings of Board & its Power) Rules, 2014, are not applicable to the Company. Your Company believes in promoting a fair, transparent, ethical & professional work environment. The Mechanism is established for Directors and employees to report their concerns before the Board.

DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employee of your Company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of One Crore Two Lakhs rupees or more or if employed for the part of the financial year was in receipt of remuneration of Eight Lakhs and Fifty Thousand rupees or more per month.

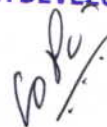
ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has not formulated any policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. However, your Company has zero tolerance for sexual harassment at workplace and there was no case filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules framed there under. Further, your Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace.

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OTHER MATTERS PURSUANT TO SECTION 134(3)(A) & THE ACT READ WITH SUB RULE (4) & (5) OF RULE (8) OF THE COMPANIES (ACCOUNTS) RULES 2014:

Since the Company is neither Listed Company nor a Public Company having paid up capital of Rs 25 Crores or more, the Company is not required to furnish particulars read with sub-rule 4 & 5 of rule 8 of the Companies (Accounts) Rules, 2015 and accordingly no particulars have been furnished.

DISQUALIFICATION OF DIRECTORS UNDER SECTION 164(2) OF THE COMPANIES ACT 2013.

None of the Directors is disqualified under section 164(2) of the Act. Further all the Directors has also filed DIR-3 KYC to Registrar of Companies.

ACKNOWLEDGEMENT:

We thank our customers, vendors, shareholders and bankers for their continued support during the year. We place on record our deep sense of appreciation of the contribution made by the employees at all levels. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

We thank Government of India, State Governments and various Government for their support and look forward to their continuous support in the future.

For & on behalf of Board of Directors,
SUDHAPATI DEVELOPERS PRIVATE LIMITED

Date : 08.08.2019
Place : Vadodara

Raghubhai Bharvad
RAGHUBHAI BHARVAD
Director
DIN: 08062185

Valji Bharwad
VALJI BHARWAD
Director
DIN: 08078863

REGISTERED OFFICE:
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[Signature]
DIRECTOR