NALANDA HOUSING DEVELOPMENT PRIVATE LTD.

112, Aditya Centre, PhulchhabChowk, Rajkot, Gujarat, INDIA, 360001
Email - office.nhpl@gmail.com
CIN - U45201GJ1989PTC012855

NOTICE

NOTICE is hereby given that **30th** Annual General Meeting of the Members of **NALANDA HOUSING DEVELOPMENT PRIVATE LIMITED** will be held on **30th SEPTEMBER, 2019** at **11:00 AM** at registered office of the company 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 **31st March, 2019** and the Reports of the Directors' and the Auditors' thereon;
2. To consider and if thought fit to pass with or without modifications the following Resolution as an ordinary resolution;
   "RESOLVED THAT pursuant to Section 139(1) and other applicable provisions of the Companies Act, 2013 read with the rules made there under, M/s. Sanghavi & Co.., Chartered Accountants (Firm Registration No. - 109099W), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in calendar year 2024 for a term of 5 years at such remuneration as may be mutually agreed between, the Board of Director and the Auditors.
3. To consider and if thought fit to pass with or without modifications the following Resolution :
   "**RESOLVED that** Shri Himanshusinhji Jadeja who retires by rotation and being eligible for re appointment be and is hereby re-appointed as Director of the Company".
4. To consider and if thought fit to pass with or without modifications the following Resolution :
   "**RESOLVED that** Shri Jitendra Pandya retires by rotation and being eligible for re appointment be and is hereby re-appointed as Director of the Company"

By Order of the Board of Directors
For, NALANDA HOUSING DEVELPOMENT PVT. LTD,
CIN - U45201GJ1989PTC012855

Date : 21/09/2019
Place : Rajkot

Jitendra Pandya	Himanshusinhji Jadeja
Director	Director
(DIN-01369569)	(DIN - 01733058)

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DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their **30th** Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended **March 31, 2019**.

1. **Financial summary/Performance of the Company**
The summary of operating results for the financial year under review along with the figures for previous year is as follows.

No.	Particulars	31.03.2019	31.03.2018
		₹	₹
1	Net Sales/Income from operations	1,030,000	1,040,000
2	Other Income	-	-
3	Total Income(1+2)	1,030,000	1,040,000
4	Total Expenditure	1,651,457	2,99,797
5	Operating Profit before Finance Cost, Depreciation and Tax(3-4)	(6,21,457)	7,40,203
6	Finance Cost	8,38,371	4,54,274
7	Depreciation	8,909,862	5,255,151
8	Profit/(Loss) before Tax[5-(6+7)]	(10,369,690)	(4,969,222)
9	Earlier year tax	--	5,51,210
10	**Net Profit/(Loss) after Tax**	**(10,369,690)**	**(5,520,432)**

2. **Reserve & Surplus**

Current year loss of Rs.10,369,690/- is added in the brought forward losses of Rs. 11,682,465/- resulting in total loss of Rs.22,052,155/-

3. **Performance Review**

The gross receipt of the company almost remains same as compared to the previous year. However on account of depreciation of the assets, the company has incurred loss. The operation of the company during the year resulted in a Net Loss of Rs. 10,369,690/- after providing depreciation of Rs. 8,909,862/-. There was a brought forward loss of Rs. 11,682,465/- and hence total loss of Rs. 22,052,155/- is carried forward.

4. **Material Change in the nature of Business**

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

5. **Event subsequent to the date of financial statements**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial statements relate on the date of this Report.

6. **Dividend**

Since there is loss your directors express their inability to declare any dividend for the year.

7. **Number Of Meetings**

Six meetings of the Board of Directors were held during the financial year.

8. **Directors and Key Managerial Personnel**

Your Director **Shri Himanshusinhji Jadeja** and **Shri Jitendra Pandya** retire by rotation but being eligible for re-appointment they offer themselves for the same. Necessary resolution is attached with the Notice. You are requested to pass it with or without modification.

During the year Niranjanba Jadeja has been appointed as a director of the company as per the resolution passed by the members in the extra Ordinary General Meeting of the company held on 31.12.2018.

9. **Company's Policy relating to Directors Appointment, Payment of Remuneration and discharge of their duties**

The provisions of section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

10. **Corporate Social Responsibility**

A provision relating to Corporate Social Responsibility is not applicable to the Company.

11. **Risk Management Policy**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

12. **Significant & Material Orders Passed by the Regulators**

During the year under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

13. **Changes in Share Capital**

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

14. **Statutory Auditors**

The existing auditors of the company M/s Sanghavi & Company has completed five years term on conclusion of this meeting. Considering the work performed by the auditors, the board of directors hereby recommends to appoint M/s Sanghavi & Company for another term of five years. The following resolution is proposed before the members.

"RESOLVED THAT pursuant to Section 139(1) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, M/s. Sanghavi & Co.., Chartered Accountants (Firm Registration No. – 109099W), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in calendar year 2024 for a term of 5 years at such remuneration as may be mutually agreed between, the Board of Director and the Auditors."

15. **Auditors' Report**

The Auditors Report does not contain any qualification. Notes to Accounts and Auditors' remark in their report are self-explanatory and do not call for any future comments. As per Note no 21 of the notes to financial statement, company has not filed charge documents in respect of secured borrowings of Rs.16005839/- As confirmed with the borrower said loan is secured against hypothecation of vehicle and said vehicle is owned by a director hence charge is not registered.

16. **Extract of Annual Return**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as **Annexure 'I'**.

WEBLINK OF ANNUAL RETURN :-

The company does not possess any website hence Annual return in form MGT-9 is annexed herewith in Annexure I.

17. **Loans, Guarantees or Investments**

No Loans, Guarantees and Investments as per provisions of Section 186 of the Act are given. There is no loan being granted under section 185 of the Act.

18. **Deposit**

The Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

19. **Related Party Transactions**

No related party transactions u/s 188 of the Act have been entered into by the Company during the year under review.

20. **Disclosure under the Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013**

As the company has not employed any female worker the Board has not to give any comment.

21. **Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo**

Considering the nature of your Company's activities during the year under review your Company did not consume energy of any significant level nor there was much scope for taking any measures for energy conversation, research and development, technology absorption, and making any additional investment for the above purpose and no comment is made in this regard.

There has been no foreign exchange earnings or outgo during the year under review.

22. **Reporting of Frauds:-**

There is no fraud in the Company during the F.Y. ended 31st March, 2019. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the F.Y. ended 31st March, 2019.

23. **Transfer of amounts to Investor Education and Protection Fund**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to investor Education Protection Fund(IEPF).

24. **Director's Responsibility Statement**

In terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, the Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that they had:

(a) Followed the applicable accounting standards in preparation of the financial statements for the financial year **2018-19** along with proper explanations relating to material departures;

(b) Selected such accounting policies and applied them consistently and made judgments and estimates that were 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 **Loss** of the Company for the year under review;

(c) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the company for the year under review;

(d) Prepared the financial statements for the financial year on a 'going concern' basis;

(e) Devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

25. **Gratitude & Acknowledgements**

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees and association with all business partners of the Company.

By Order of the Board of Directors
For, NALANDA HOUSING DEVELPOMENT PVT. LTD,
CIN- U45201GJ1989PTC012855

JitendraPandya	Himanshusinhji Jadeja
Director	Director
(DIN-01369569)	(DIN - 01733058)

Date : 21/09/2019
Place : Rajkot

Annexure I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2019

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

i.	CIN	U45201GJ1989PTC012855
ii.	Registration Date	09.10.1989
iii.	Name of the Company	**NALANDA HOUSING DEVELPOMENT PRIVATE LIMITED**
iv.	Category/Sub-Category of the Company	Private Company limited by Shares
v.	Address of the Registered office and contact details	112 ADITYA CENTRE, PHULCHHAB CHOWK,
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and 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:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Lease / Rent of Party Plot	9972	100%

III. Particulars of Holding, Subsidiary & Associate Companies

Sr.No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
--Nil--					

IV.Share Holding Pattern(Equity Share Capital Breakup as % of Total Equity)

(i) Category-wise Share Holding

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
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	% of Total Shares	The year
A. Promoter									
1)Indian									
a) Individual/Huf	--	**159600**	**159600**	**66.09**		**241500**	**241500**	**100**	**33.91%**
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Other									
Sub Total(A)(1)		**159600**	**159600**	**66.09**		**241500**	**241500**	**100**	**33.91%**
2) Foreign									
a)NRIs- Individuals									
b)Other Individual									
c)Body Corporation									
d)Banks / FI									
e) Any Other									
Sub Total(A)(2)									
Total shareholding of Promoters (A)=(A1)+(A2)		**159600**	**159600**	**66.09**		**241500**	**241500**	**100**	**33.91%**
B. Public/Other than Promoter									
1) Indian									
a)Individual/Huf	--	**81900**	**81900**	**33.91**		--	--	--	**(33.91%)**
b)Central Govt									
c)State Govt (s)									
d)Bodies Corp.									
e)Banks / FI									
f)Other									
Sub Total(B)(1)		**81900**	**81900**	**33.91**		--	--	--	**(33.91%)**
2)Foreign									
a)NRIs- Individuals									
b)Other Individual									
c)Body Corporation									
d)Banks / FI									
e) Any Other									
Sub Total(B)(2)									
Total shareholding of Promoters (B)=(B1)+(B2)		**81900**	**81900**	**33.91**		--	--	--	**(33.91%)**
C.Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	---	--
Grand Total (A+B+C)		**241500**	**241500**	**100**		**241500**	**241500**	**100**	**0%**

Note :- All existing directors of the company are engaged and having control over day to day activity of the company are defined as a "Promoter" of the company within meaning of Section - 2(69).

(ii) Share holding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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
Directors :								
1.	Shri Himanshusinhji Jadeja	159590	66.00	--	241490	99.996	--	**33.91**
2.	Shri Jitendra Pandya	10	0.09	--	10	0.09	--	**0**
3.	Niranjanba Jadeja	--	--	--	--	--	--	--
	Total	**159600**	**66.09**	**--**	**241500**	**100.00**	**--**	**33.91**

(iii) Change in Promoter's Share Holding

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	
Directors :								
1.	Shri Himanshusinhji Jadeja	159590	66.00	--	241490	99.996	--	**33.91**
2.	Shri Jitendra Pandya	10	0.09	--	10	0.09	--	**0**
	Total	**159600**	**66.09**	**--**	**241500**	**100.00**	**--**	**33.91**

(iv) Share Holding Pattern of Top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	For each of the top 10 Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	Shri Jyotindrasinhji Jadeja	38000	15.73	--	--	--	--	**(15.73%)**
2	Smt. Kumudkumariba J. Jadeja	43900	18.18	--	--	--	--	**(18.18%)**
	TOTAL	**81900**	**33.91**	**--**	**--**	**--**	--	**(33.91%)**

(v) Share holding of Directors and Key Managerial Personnel

Sr. No	For each of the Director & Key Managerial Personnel	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Shri Himanshusinhji Jadeja	159590	66.00	--	241490	99.996	--	33.91
2.	Shri Jitendra Pandya	10	0.09	--	10	0.09	--	0
3.	Niranjanba Jadeja	--	--	--	--	--	--	--
	Total	**159600**	**66.09**	**--**	**241500**	**100.00**	**--**	**33.91**

(V) Indebtness

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

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	*13115939*	*28612637*	--	*41728576*
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total(i +ii+iii)	*13115939*	*28612637*	--	*41728576*
Change in Indebtedness during the financial year				
- Addition	--	*22916000*		*22916000*
- Reduction	*(4773633)*	*(800000)*		*(5573633)*
- Net Change	*(4773633)*	*22116000*		*(17342367)*
Indebtedness at the end of the financial year				
i) Principal Amount	*8342306*	*50728637*		*59070943*
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i +ii+iii)	*8342306*	*50728637*	--	*59070943*

(VI) **Remuneration of Directors and Key Managerial Personnel**

a. **Remuneration to Managing Director, Whole-Time Director and/ or Manager**

Sl. No.	Particulars o f Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Name of Director	--				--
	Gross salary	--				--
	(a)Salary as per provisions contained in section17(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 section17(3)Income- tax Act,1961					
2.	Stock Option	--	--	--	--	--
3.	Sweat Equity	--	--	--	--	--
4.	Commission - as %of profit - others, specify...	--	--	--	--	--
5.	Others ,please specify Mediclaim	--	--	--	--	--
6.	Total(A)	--	--	--	--	--
	Ceiling as per the Act	--	--	--	--	--

B. **Remuneration to Other Directors :**

- No other Director is being paid.

C. **Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD**

- No such payment is made.

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	NONE				
Punishment					
Compounding					
B. Directors					
Penalty	NONE				
Punishment					
Compounding					
C. OtherOfficersInDefault					
Penalty	NONE				
Punishment					
Compounding					

By Order of the Board of Directors
For, NALANDA HOUSING DEVELPOMENT PVT. LTD,
CIN- U45201GJ1989PTC012855

Date : 21.09.2019
Place : Rajkot

JitendraPandya
Director
(DIN-01369569)

Himanshusinhji Jadeja
Director
(DIN - 01733058)