Avadh Infrastructure Private Limited

(CIN: U45201GJ2004PTC044120)
"Avadh House", 57 – Jay Park, Nana Mava Main Road,
Nr. Rajnagar Chowk, Rajkot – 360 001.
: +91 99241 01175 Email Id: avadhinfra@rediffmail.com

DIRECTORS REPORT

To,
The Members of,
AVADH INFRASTRUCTURE PRIVATE LIMITED

Your Directors have pleasure in presenting their 14th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March, 2018.

A. Financial Performance

Particulars	Financial Year 2017-18 (Amt. in ₹)	Financial Year 2016-17 (Amt. in ₹)
1. Revenue from Operations	5,99,01,023.84	8,45,05,952.42
TOTAL	**5,99,01,023.84**	**8,45,05,952.42**
2. Earnings before Depreciation, Interest, Extra ordinary item & Tax	**105,88,559.47**	**90,89,674.07**
3. Less : Depreciation	(37,86,814.62)	38,24,256.62
4. Earnings before Interest, Extra Ordinary Item & Tax	**68,01,744.85**	**52,65,417.45**
5. Less : Interest Expenses	(11,46,243.80)	13,43,992.35
6. Earnings Before Extra Ordinary Item & Tax	**56,55,501.05**	**39,21,425.10**
7. Less : Extra Ordinary Item	0.00	0.00
8. Earnings Before Tax	**56,55,501.05**	39,21,425.10
9. Less : Tax (Current Tax Provision)	(3,00,000)	(7,71,680.00)
10. Less : Income Tax (Prior Period)	0.00	0.00
11. Less : Deferred Tax	0.00	0.00
12. Earnings After Tax	**53,55,501.05**	**31,49,745.10**

B. Dividend:

Keeping in view to conserve the resources, your directors do not recommend any dividend for the year ended on 31st march, 2018.

C. Reserves:

For the financial year ended 31st March, 2018 the after tax profit of ₹ 53,55,501.05 is transferred to the general reserve.

D. Brief description of the Company's working during the year/State of Company's affair:

The Company's net sales have been decreased to the amount of ₹ 323.06 Lacs as compared to ₹ 551.00 Lacs in the previous year. The Directors considers all the facts and they are ready to take more effective and efficient steps towards the progress of business in the

One Extra-Ordinary General Meeting held on 17.10.2017 and Annual General Meeting of the company is to be held on 29.09.2018 within the time specified in the Act.

Q. Particulars of loans, guarantees or investments under section 186:

(Details for Loans and Investments by Company)

The Company has not guaranteed or given any security or Loans, any investments pursuant to the provisions of section 186 of Companies Act, 2013 during the under review.

R. Related Party Disclosures:

As informed to us, no transactions were occurred during the Year under review.

S. Remuneration to Directors

During the year the following amounts have been paid as Directors Remuneration.

Name of Director	Amount in ₹
Rasikbhai K. Bodar	14,82,400.00
Kashmiraben Ramani	10,00,000.00

T. Risk Management Policy:

Risk management policy comprises all the organizational rules for the early identification of the risks in the course of the business. Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework.

The Company recognizes that risk in an integral and unavoidable component of business and is committed to the managing the risk in proactive and effective manner. In this regard the company has adopted Risk Management Mechanism which involves the following process:

i. **Risk Identification:**

Process of systematically indentifying all possible risk events which have a potential impact on the business.

ii. **Risk Evaluation:**

Prioritizing the identified risks by the likelihood and potential impact.

iii. **Risk Mitigation:**

Managing risks by using any of the four techniques namely risk avoidance, risk transfer, risk sharing, and risk reduction.

U. Monitoring and Review:

Oversight and review of the risk management system and any changes that might affect it. Monitoring and reviewing occurs concurrently throughout the risk management process.

As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

The Company has received a Certificate pursuant to the Section 141 (3) (g) of the Companies Act, 2013 that the auditors are eligible to be re-appointed as statutory auditor of the company.

The Auditor's Report is self explanatory and does not call for any comments.

L. Share Capital And Share Application Money Pending For Allotment

As at 31st March, 2018 The Paid up and issued Share Capital of the Company was ` 2,87,13,370/-.

M. Extract of the annual return

The extract of Annual Return as required under section 92 (3) of the Companies Act, 2013 in **Form MGT-9** is annexed herewith for your kind perusal and information as per Annexure 1.

N. The details of conservation of energy, technology absorption and foreign exchange earnings and outgo are as follows:

a. Conservation of energy:

The company has taken steps to conserve energy. The steps have been taken to identify the areas of excessive energy consumption. Checks have been made to strengthen these areas and timely preventive maintenance has also been carried out to conserve energy.

Further the company has installed a windmill at Lalpar area near Jamnagar as a part of its measures for energy conservation and to take environment friendly initiative.

b. Technology Absorption:

The company aims at technology absorption efforts including research and development by adopting relevant measures like product improvement, cost reduction, product development or import substitution, benefits derived like product improvement, cost reduction, product development or import substitution, etc.

c. Foreign Exchange Earnings and Outgo:

No foreign exchange earnings or outgo during the year has been made

O. Changes in the Directors:

The Board of Directors is constituted by

- Mr. Arvindbhai Jasmatbhai Ramani,
- Mr. Rasikbhai Kesubhai Bodar,
- Mr. Rameshbhai Virjibhai Patel,
- Mrs. Hansaben Rameshbhai Tilara &
- Mrs. Kashmiraben Arvindbhai Ramani.

P. Number of meetings of the Board of Directors:

The Board of Directors has hold 12 meetings during the financial year 2017-2018. Details of same are as under.

Sr. No.	Date	Sr. No.	Date	Sr. No.	Date
1	08.04.2017	2	27.06.2017	3	14.07.2017
4	05.09.2017	5	16.10.2017	6	17.10.2017
7	22.11.2017	8	18.12.2017	9	20.02.2018
10	22.03.2018	11	23.02.2018		

One Extra-Ordinary General Meeting held on 13.11.2017 and Annual General Meeting of the company was held on 29.08.2017 within the time specified in the Act.

Q. Particulars of loans, guarantees or investments under section 186:

(Details for Loans and Investments by Company)

The Company has not guaranteed or given any security or Loans, any investments pursuant to the provisions of section 186 of Companies Act, 2013 during the under review.

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V. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of 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;

c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. The directors had prepared the annual accounts on a going concern basis; and

e. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

The Board of Directors would like to thank all Officers and Employees of the Company for the exemplary services rendered and their support to the Board in the functioning of the Company.

The relations with the officers and staff of the Company were cordial and the Directors are thankful for their continued co-operation and support.

The Board of Directors is also thankful to its Bankers for the support rendered to the Company during the year.

For and On behalf of Board
Avadh Infrastruction Pvt. Ltd.

Arvindbhai J. Ramani	**Rasikbhai K. Bodar**
Director	**Director**
DIN: 00208554	DIN: 00220424
Rajkot, September 10, 2018	