SOHAM INFRABUILD PRIVATE LTD.

CIN : U45201GJ2008PTC053272

404/E, SAHJANAND SHOPPING CENTRE,
SHAHIBAUG,
AHMEDABAD-4

2017-18

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 11th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

FINANCIAL RESULTS:-

Particulars	31.03.2018	31.03.2017
Sales	12,98,78,138	28,19,92,573
Profit/(Loss) before Depreciation and Taxation	2,11,62,581	6,84,57,685
Depreciation	48,416	43,616
Profit /(loss) before Taxation	2,11,14,165	6,84,14,069
Provision for taxation	58,21,000	2,47,41,104
(Short) /Excess Provision of Income Tax	--	--
Deferred tax provision	3,209	71,435
Wealth Tax		--
Profit / (Loss) after taxation	1,52,89,956	4,37,44,400
Profit/ (Loss)carried from last year	8,64,22,581	4,26,78,181
Profit/(Loss) carried to Balance Sheet	10,17,12,537	8,64,22,581

OPERATION:-

The company has started development and construction of residential scheme namely " Dev Parivesh " consisting of 54 residential flats.

During the year under review the company has earned profit of Rs. 211.62 lacs before depreciation and taxation as compared to Rs. 684.58 lacs net profit before depreciation and taxation in last year.

DIVIDEND:-

Your directors do not recommend any dividend on its equity share capital for the year under review in order to conserve the resources.

TRANSFER TO RESERVE:

The Company has not transferred any amount to Reserve during the financial year ended 31^{st} March, 2018.

PARTICULARS OF EMPLOYEES:-

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee is covered as specified in that rules.

MEETINGS:-

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Five Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDITORS

The Auditors, M/s Dhiren Shah & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a next year from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors, in their report for the financial year ended March 31, 2018.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit, Risk and Compliance Committee during the year under review.

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.**

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

DEPOSITS

The details relating to deposits, covered under Chapter V of the Act,-

(a) Accepted during the year: Nil/-
(b) remained unpaid or unclaimed as at the end of the year: Nil/-
(c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-Nil
(i) At the beginning of the year: Nil
(ii) Maximum during the year: Nil
(iii) At the end of the year: Nil

PARTICULARS OF LOANS AND INVESTMENT:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as per **Annexure II.**

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.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the company and therefore the said provision is not applicable to the company.

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/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 this Act 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COST RECORDS:

During the year, Company is not falling under the criteria for the maintenance of Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results

FOR AND ON BEHALF OF THE BOARD

PLACE: AHMEDABAD
DATE: 7th August, 2018

Narendrakumar J. Patel Director [DIN : 01860841]	Vipulkumar J. Patel Director [DIN : 02072130]

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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	CIN : U45201GJ2008PTC053272
2.	Registration Date	17.03.2008
3.	Name of the Company	Soham Infrabuild Private Limited
4.	Category/Sub-category of the Company	Limited by Share Capital
5.	Address of the Registered office & contact details	404/E, Sahjanand Shopping Cenre, Shahibaug, Ahmedabad
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

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 of Residential Building as well as Residential cum Commercial Building	500.1 & 500.2	100%

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
	N.A.			

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

(A)Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF		2,50,000	2,50,000	100		2,50,000	2,50,000	100	-
b) Central Govt		-	-	-		-	-	-	-
c) State Govt(s)		-	-	-		-	-	-	-
d) Bodies Corp.		-	-	-		-	-	-	-
e) Banks / FI		-	-	-		-	-	-	-
2) Any other									
Total shareholding of Promoter (A)		**2,50,000**	**2,50,000**	**100**		**2,50,000**	**2,50,000**	**100**	
B. Public Shareholding									
(1)Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									

(i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									

Foreign Bodies - D R									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		2,50,000	2,50,000	100		2,50,000	2,50,000	100	

B) 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	Narendrakumar Jivanlal Patel	1,07,500	43%	---	1,07,500	43%	---	--
2	Vipulkumar Jivanlal Patel	85,000	34%	---	85,000	34%	---	--
3	Bhavesh Jamanbhai Patel	32,500	13%	---	32,500	13%	---	--
4	Tusharbhai Ravjibhai Patel	25,000	10%	---	25,000	10%	---	--

C) Change in Promoters' Shareholding (please specify, if there is change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative share 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				

D) 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	--	--	--	--

E) **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
	At the beginning of the year	2,50,000	100%	2,50,000	100%
	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	2,50,000	100%	2,50,000	100%

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		2,62,09,020		2,62,09,020
ii) Interest due but not paid		54,30,800		54,30,800
iii) Interest accrued but not due				
Total (i+ii+iii)		**3,16,39,820**	--	**3,16,39,820**
Change in Indebtedness during the financial year				
* Addition		4,17,25,590		4,17,25,590
* Reduction		3,68,04,236		3,68,04,236
Net Change		**49,21,354**		**49,21,354**
Indebtedness at the end of the financial year				
i) Principal Amount		3,38,73,485		3,38,73,485
ii) Interest due but not paid		26,87,689		26,87,689
iii) Interest accrued but not due				
Total (i+ii+iii)		**3,65,61,174**		**3,65,61,174**

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V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors, Executive Director and/or Manager:

SN	Particulars of Remuneration	Total Amount			
		M.D.	W.T.D.	E.D.	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, Allowances				
	Total (A)				
	Ceiling as per the Act				No Limits

B. Remuneration to other directors

SN.	Particulars of Remuneration	Total Amount					
1	Independent Directors	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-

2	Other Executive Directors	Narendra J. Patel	Vipul J. Patel	Tushar R. Patel	Bhavesh J. Patel	Parth Patel	Total
	Fee for attending board committee meetings						
	Commission						
	Others, Remuneration	51,60,000	40,80,000	12,00,000	15,60,000	-	120,00,000
	Total (2)	51,60,000	40,80,000	12,00,000	15,60,000	-	120,00,000
	Total (B)=(1+2)	51,60,000	40,80,000	12,00,000	15,60,000	-	120,00,000
	Total Managerial Remuneration						
	Overall Ceiling as per the Act						No Limits

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

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				

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

Annexure - II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

   Soham Infrabuild Private Limited has not entered into any contract or arrangement or transaction with its related party referred to in sub section (1) of section 188 of the Companies Act, 2013.

2. Details of contracts or arrangements or transactions at Arm's length basis.

   Soham Infrabuild Private Limited has not entered into any contract or arrangement or transaction with its related party referred to in sub section (1) of section 188 of the Companies Act, 2013.

FOR AND ON BEHALF OF THE BOARD

PLACE: AHMEDABAD
DATE: 7th August, 2018

Narendrakumar J. Patel Director [DIN : 01860841]	Vipulkumar J. Patel Director [DIN : 02072130]