

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 26th Directors' Report together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2020.

The summary of operating results for the year and appropriation of divisible profits is given below.

Financial Highlights		(Rs. In lakhs)
Particulars	For the Year Ended 31-3-20	For the Year Ended 31-3-19
Revenue from Operations	437.31	822.35
Add: Other Income	22.77	6.14
Total	460.08	828.49
Less: Total Expenses	454.87	805.04
Profit/ Loss before Exceptional Items & Tax	5.21	23.45
Less: Exceptional Items	0.00	0.00
Profit/ Loss before Tax	5.21	23.45
Less: Tax Expenses		
Current Tax	1.52	4.85
Short provision related to earlier years	0.31	0.56
Deferred tax	0.22	1.39
Profit/ Loss after Tax	4.22	16.64
Add: Other Comprehensive Income	5.38	(36.92)
Total Comprehensive Income	9.60	(20.28)
Earnings Per Share:		
Basic	0.07	0.28
Diluted	0.07	0.28

Performance of the Company

The Company has earned a profit of Rs. 9.60 Lacs in 2019-20 as against loss of Rs. 20.28 Lacs in 2018-19.

Transfer to Reserves

The Company has decided not to transfer any amount to the General Reserve.

Dividend

In view of inadequate profits, the Board of Directors has not recommended any dividend for the year under review.

Material Changes between the date of the Board Report and end of Financial Year

There are no material changes and commitments in the business operations of the Company from the financial year ended March 31, 2020 to the date of signing of the Director's Report.

Impact of COVID-19

The impact of the novel Coronavirus on Indian real estate has been unprecedented to an extent that it has brought construction activities to a halt and significantly eroded the market of its potential buyer-base. With property transactions dipping to near-zero during the nation-wide lockdown, the sector is looking at challenging times ahead. The interdependence of supply chains, migration of labourers, cost overruns, and liquidity constraints are some of the looming challenges. The COVID-19 crisis and its impact on Indian real estate is such that it is being considered as the third 'Black Swan' event for the realty sector in the last five years, the first two being Demonetisation and the implementation of the Real Estate (Regulation and Development) Act, 2016.

Details of Subsidiary/ Joint Ventures/ Associate Companies

As on March 31, 2020, the Company has no subsidiary/ Joint Venture/ Associate companies.

Change in the Nature of the Business

Your Company continues to operate in the same business segment as that of previous year and there is no change in the nature of the business.

Management Discussion & Analysis

A report on Management Discussion and Analysis, as required in terms of Regulation 34(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, forms part of this report and it deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, significant changes in key financial ratios etc.

Meetings of the Board

The information on meetings of the Board of Directors as held during the financial year 2019-20 is provided under Clause 2 (b) of the Corporate Governance Report.

Corporate Governance

The Company is committed to maintain and adhere to the Corporate Governance requirements set out by SEBI. The Report on Corporate Governance along with a certificate from Pinakin Shah & Co., Practicing Company Secretary, Ahmedabad conforming compliance to the conditions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and rules made there under is annexed to this Report.

Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Risk Management

The Audit Committee and Board periodically review the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework.

Directors and Key Managerial Personnel

Director retiring by rotation:

Mr. Amam Shah (DIN: 01617245), retires by under Section 152 of the Companies Act, 2013 and being eligible, has offered herself for reappointment.

Appointment of Independent Director:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the appointment of Mr. Priyank Jhaveri (DIN: 02626740) as Independent Director, for a term of five years commencing from 01/08/2020, not liable to retire by rotation.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the annual general meeting of the Company held on September 28, 2017 appointed M/s Sorab S Engineer & Co., Chartered Accountants, Ahmedabad (Firm Registration No: 11401700) as statutory auditors of the Company from the conclusion of Twenty Third annual general meeting till the conclusion of Twenty Eighth (28th) Annual General Meeting, covering one term of five consecutive years. The Ministry of Corporate Affairs (MCA) vide its notification dated 7th May, 2018 has omitted the requirement under first proviso to section 139 of the Companies

Act, 2013 and rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by shareholders at every subsequent AGM.

The statutory audit report for the year 2019-20 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Pinakin Shah & Co, Practicing Company Secretary, to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2020 is enclosed as Annexure I to this report.

Committees of the Board

The details regarding Committees of the Board is provided under Clause 3 of the Corporate Governance Report.

Particulars of loans, guarantees and investments

The loan given or guarantee provided, or investment made by the Company during the financial year 2019-20 as per Section 186 of the Companies Act, 2013 have been given in the Balance Sheet and Audit Report.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms 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 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, 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.

Extract of annual return

As provided under section 92(3) of the Act, the extract of annual return is given in Annexure- II in the prescribed Form MGT-9, which forms part of this report.

Corporate Social Responsibility (CSR)

The Company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee for the FY 2019-20.

Particulars of employees and related Disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an Annexure- III to this Report.

Insurance

All the assets of the Company are adequately insured.

Transactions with related parties

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a Related Party Transactions framework through standard operation procedures for the purpose of identification and monitoring of such transactions. All Related Party Transactions are placed before the Audit Committee as also to

be Board for approval. The particulars of contracts or arrangements entered into by the Company with related parties forms part of the Audit Report provided by the Statutory Auditor.

Declaration by Independent Directors

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

Independent Directors meeting

During the year under review, the Independent Directors at their meeting, discussed inter-alia,

- a. Evaluation of performance of Non-Independent Director and the Board of Directors of the Company as a whole.
- b. Evaluation of performance of the Chairman of the Company, taking into views of executive and Non-Executive Directors.
- c. Evolution of the quality, content and timelines of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

Familiarization Program

Since all independent directors are associated with the company for more than 5 (years), the company has not conducted familiarization program for independent directors.

Vigil Mechanism/ Whistle Blower Policy

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

(a) Conservation of energy and Technology absorption

The Company has not made any investment for (energy conservation) and taken any specific measures to reduce energy cost per unit. However, it intends to conserve energy for future generation.

(b) Technology Absorption

There is no research and development activity carried out by the Company.

(c) Foreign exchange earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

Changes in Share Capital

Authorized Share Capital

There has been no change in Authorized Share Capital of Company.

Issued, Subscribed and Paid-Up Share Capital

There has been no Change in Issued, Subscribed and Paid-Up Share Capital of Company.

Equity Capital

(a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

(b) Sweat Equity

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

(c) Bonus Shares

No Bonus Shares were issued during the year under review.

(d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

(e) Equity Shares with Differential Voting Rights

The company has not issued equity shares with differential rights as to dividend, voting or otherwise.

Shares in Suspense Account

- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year: NIL
- Number of shareholders who approached issuer for transfer of shares from Suspense Account during the year: Not Applicable
- Number of shareholders to whom, shares were transferred from Suspense Account during the year: Not Applicable
- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year: NIL
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

Shares in Unclaimed Suspense Account

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the beginning of the year: NIL
- Number of shareholders who approached issuer for transfer of shares from the Unclaimed Suspense Account during the year: Not Applicable
- Number of shareholders to whom, shares were transferred from the Unclaimed Suspense Account during the year: Not Applicable
- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the end of the year: NIL

Disclosure regarding Maintenance of Cost Records

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Internal financial control (IFC) systems and their adequacy

The Company has proper and adequate system of their internal controls proportionate to its size and business. The internal control systems of the Company are designed to ensure that the financial and other records are reliable for preparing financial statements and other data.

Any significant and material Order passed by Regulators/ Courts/ Tribunals

No orders were passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Acknowledgement

The Board is pleased to place on record its appreciation for the continued support of all stakeholders.

Place : Ahmedabad,

Date : 08-09-2020

For and on behalf of the Board

Amam Shah

Director

[DIN: 01617245]

Registered office:

A-115, Siddhi Vinayak Towers,

B/h. DCP Office, Off S.G. Highway,

Makarba, Ahmedabad-380051.