

Board's Report

To
The Members of
SUVIDHA INFRAESTATE CORPORATION LIMITED.

Your Directors have pleasure in presenting the ***Twenty Seventh Board's Report*** of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the **Financial Year Ended 31st March, 2019.**

FINANCIAL SUMMARY OR HIGHLIGHTS OF THE COMPANY

Particulars	For Year ended 31.03.2019	For Year ended 31.03.2018
Total Income	(45,33,760)	0
Total Expenditure	(56,75,973)	19,47,827
Profit/(Loss) before taxation	11,42,213	(19,47,827)
Provision for Tax	7,97,765	8,53,386
Profit/(Loss) after Taxation	3,44,448	(28,01,213)

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

During the year, **The profit after tax was Rs. 3,44,448/-** as compared to previous year Loss of Rs. 28,01,213/-. Your directors are hopeful of achieving higher sales and higher profit in the next year.

The company has developed 70 plots of different carpet area under a scheme known as 64 Park Avenue. The development is almost completed and is ready for possession. Few buyers have already started construction on their respective plots. The company has decided to book sales as per Guidance note on recognition of Revenue by Real Estate Developers issued by ICAI. Your directors are hopeful to sale remaining plots in the near future.

CHANGE IN THE NATURE OF BUSINESS.

There is no change in the nature of business of the Company.

TRANSFER TO RESERVES:

For the Financial Year ended 31st March, 2019, no amount is transferred to General Reserve Account. The Board of Directors of your Company has decided not to transfer any amount to the General Reserves, for the financial year ended 31st March, 2019.

DIVIDEND:

In view of the accumulated losses, Directors does not recommend any dividend for the equity shareholders for the financial year 2018-19.

DIVIDEND DISTRIBUTION POLICY:

Pursuant to Regulation 43A of LODR Regulation 2015, the regulations related to Dividend Distribution Policy are not applicable to the Company.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL:

Presently, the Share Capital of the Company is Rs. 8,39,40,500/- divided into 88,96,000 Equity Shares of Rs. 10/- each. There is no change in capital during the year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, guarantees or made any investments under Section 186 of the Companies Act, 2013 during the financial year 2018-2019.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

During this period under the review not applicable to the Company. Hence, your Directors have not constituted the Corporate Social Responsibility (CSR) Committee.

DETAILS OF SUBSIDIARY COMPANIES/ASSOCIATES/JOINT VENTURE:

During the year under review, no Company has become or ceased to be a Subsidiary/Joint Venture/ Associate Company of your Company.

DETAILS OF DIRECTORS AND KMPs APPOINTMENT OR RESIGNATION DURING THE YEAR:

Ms. Nikita Barbhaya was appointed as Company Secretary and Compliance Officer with effect from 1st June, 2018.

In accordance with the provisions of the Companies Act, 2013, Mr. Anupkumar K. Goswami, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

The Board also recommends the re-appointment of Mr. Kamal Gajjar (DIN: 01349105) as Independent Non Executive Director w.e.f. 14th November, 2019 upon the principal terms and conditions set out in the explanatory statement annexed to the Notice of the AGM.

The Board recommends their appointment/re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Members are requested to refer the Notice of ensuing Annual General Meeting for brief profile and other related information of Director appointing/reappointing in the AGM.

There was no other change in the directors/KMP during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and under Listing Regulations.

In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51), and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Key Managerial Personnel of the Company as on 31st March 2019 are Mr. Kishore K. Goswami, Managing Director and Mr. Anupkumar K. Goswami, Chief Financial Officer and Ms. Nikita Barbhaya, Company Secretary.

MEETINGS OF THE BOARD:

The Board of Directors of your Company met **5(Five) Times** during the year to carry the various matters. The Meetings were convened **on 28th May, 2018, 13th August, 2018, 01st November, 2018, 23rd January, 2019 and 29th March, 2019 respectively.**

The maximum interval between any two consecutive Board Meetings did not exceed 120 days.

ATTENDANCE OF DIRECTORS AT THE BOARD MEETING IS AS UNDER:

Sr. No.	Name of Director	No. of Board Meetings attended
1	Mr. Kishore K. Goswami	5/5
2	Mr. Ashok K. Goswami	5/5
3	Mr. Anup K. Goswami	5/5
4	Mr. Kamal K. Gajjar	5/5
5	Mr. Hemang Y. Shah	5/5
6	Ms. Jaini M. Jhaveri	5/5

COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with Section 177 of the Companies Act, 2013.

The Audit Committee acts as a link among the Management, the Statutory Auditors, and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process, including review of the internal audit reports and action taken report.

Composition of Audit Committee and the attendance record of members for 2018-19 are below:

Sr. No.	Name of Directorship	Chairman/Member	Category	No. of Meetings during FY 2018-19	
				Held	Attended
1.	Ms. Jaini M. Jhaveri	Chairman	Non-Executive Independent Director	4	4
2.	Mr. Kamal K. Gajjar	Member	Non-Executive Independent Director	4	4
3.	Mr. Kishore K. Goswami	Member	Managing Director	4	4

During the Financial Year 2018-19, 4(Four) Meetings were held on 28th May, 2018, 13th August, 2018, 01st November, 2018 and 23rd January, 2019 respectively. The necessary quorum was present for all the meetings.

COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee of the Company is constituted in accordance with Section 178 of the Companies Act, 2013.

Composition of Nomination & Remuneration Committee and the attendance record of members for 2018-19 is below:

Sr. No.	Name of Directorship	Chairman/Member	Category	No. of Meetings during FY 2018-19	
				Held	Attended
1.	Mr. Kamal K. Gajjar	Chairman	Non-Executive Independent Director	2	2
2.	Mr. Hemang Y. Shah	Member	Non-Executive Independent Director	2	2
3.	Ms. Jaini M. Jhaveri	Member	Non-Executive Independent Director	2	2

During the Financial Year 2018-19, 2 (Two) Meetings were held on 28th May, 2018 and 13th August, 2018.

The necessary quorum was present for all the meetings

COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted in accordance with Section 178 of the Companies Act, 2013.

Composition of Stakeholders Relationship Committee and the attendance record of members for 2018-19 is below

Sr. No.	Name of Directorship	Chairman/ Member	Category	No. of Meetings during FY 2018-19	
				Held	Attended
1.	Mr. Kamal K. Gajjar	Chairman	Non-Executive Independent Director	4	4
2.	Mr. Anupkumar K. Goswami	Member	Whole-Time Director	4	4
3.	Ms. Jaini M. Jhaveri	Member	Non-Executive Independent Director	4	4

During the Financial Year 2018-19, 4 (Four) Meetings were held 28th May, 2018, 13th August, 2018, 01st November, 2018 and 23rd January, 2019 respectively.

The necessary quorum was present for all the meetings.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KMP AND REMUNERATION POLICY-

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such criteria with regard to qualifications, positive attributes, independence, age and other criteria as laid down under the Act, Listing Regulations or other applicable laws. The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy on remuneration of Directors, Key Managerial Personnel and other Employees.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance note on Board Evaluation issued by the Securities and Exchange Board of India on 05th January, 2017.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board process, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees effectiveness of committee meeting, etc.

In a separate Meeting of Independent Directors, performance of non-independent directors, the chairman of the Company and the board as a whole as evaluated, taking into account the views of executive directors and non-executive Directors

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company believes that internal control is a necessary prerequisite of Governance and that freedom should be exercised within a framework of checks and balances. The Company has an adequate system of internal controls commensurate with the size and the limited nature of its business activities.

RISK MANAGEMENT POLICY:

The Company has formulated Risk Management Policy. The Board takes all necessary steps to identify and evaluate business risks and opportunities and take corrective steps.

WHISTLE BLOWER POLICY (VIGIL MECHANISM):

The company has a vigil mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee.

DISCLOSURES UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 is not applicable to the Company.

The Company is committed to provide a safe and conducive work environment to its employees. Though the Company is not required to adopt the policy, however it ensures the safety of its women employees at workplace. During the year under review, no case of sexual harassment was reported.

CORPORATE GOVERNANCE:

In terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, compliance relating to Corporate Governance, is not applicable for the Listed Company having paid up equity share capital not exceeding Rs. 10 crores and net worth not exceeding Rs. 25 crores on the last day of the previous financial year.

As your company's paid up equity share capital is not exceeding Rs. 10 crores and net worth not exceeding Rs. 25 crores, Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 are not applicable and do not form a part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis forms a part of this annual report and is annexed to this report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. The directors have 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 profit or loss of the Company for the year under review.
- iii. The 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.
- iv. The directors have prepared the annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised a proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139(2), and Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, **M/s. Purnesh R. Mehta & Co. (Firm Registration No. 142830W)** Chartered

Accountant, Ahmedabad, was appointed as a Statutory Auditor of the Company in the Annual General Meeting held on 23rd September, 2017 for a term of five (5) consecutive years to hold office from the conclusion of the Annual General Meeting held for the financial year 2016-17 till the conclusion of the 30th Annual General Meeting of the Company to be held for the financial year 2022. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed for the financial year ended 31.03.2020.

STATUTORY AUDITORS' OBSERVATIONS

Though there are no qualification from the Statutory Auditor. Further their other observation in the auditor's report read with Notes to Accounts is self explanatory in nature and need no further clarification.

SECRETARIAL AUDITOR:

A Secretarial Audit was conducted during the year by the Secretarial Auditor **M/s. Anish Gupta & Associates, Practicing Company Secretaries**. The Secretarial Auditors Report is attached as "**Annexure-A**".

SECRETARIAL AUDITORS' OBSERVATIONS & COMMENTS FROM BOARD:

- (a) The Company has not published Board Meeting notice Advertisement in newspaper as per Regulation 47 of SEBI (LODR) Regulations 2015:- Due to the weak financial position of the Company, the company could not publish the notice in the newspaper, however, the company has submitted the same with the stock exchange and uploaded the same on its website.
- (b) The Company has not complied with Regulation 31(2) of SEBI (LODR) Regulation 2015 according to which 100% shareholding of promoter shall be in Demat form:-The Company is in the process of dematerializing the same and will be done in due course of time.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There is no significant changes and material orders passed by the regulators or courts or tribunals.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company which have occurred between/end of the financial year and the date of this report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

During this period under the provisions under section 135 in respect of CSR is not applicable to the Company. Hence, your Directors have not constituted the Corporate Social Responsibility (CSR) Committee.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

A. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy, technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

The information on conservation of energy, technology absorption and foreign exchange earning and outgo are required to be given pursuant to Section 134(3) (m) of the Companies Act, read with Rule 8 of the companies (Accounts) Rules, 2014 is – NIL during financial year.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration of Directors, Key Managerial Personnel and other related disclosures is given as "**Annexure-B**" to this report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013 during the year under review.

There were no material significant transactions with Related Parties during the financial year 2018-19 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

The policy on Related Party Transactions was approved by the Board of Directors.

None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return as on the Financial year ended on 31st March, 2019 in Form No. MGT-9 as required under section 92(3) of the Companies Act 2013 read with Rule 12(1) of Companies (Management and Administration) Rules, 2014 is set out as an “**Annexure-C**” to the Directors Report and Forms part of the Annual Report. The same is also available on your Company’s website www.sicl.in

OTHER DISCLOSURES

(i) Your Company has not issued any shares with differential voting.

(ii) There was no revision in the financial statements.

(iii) Your Company has not issued any sweat equity shares.

PREVENTION OF INSIDER TRADING:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised “Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities” of the Company (“the Insider Trading Code”). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned should follow, both in letter and spirit, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“the Code”) in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 and formulated a Policy for determination of ‘legitimate purposes’ as a part of the Code.

APPRECIATIONS:

Your Company and its Directors wish to extend their sincerest thanks to the members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

By Order of the Board of Directors
FOR SUVIDHA INFRAESTATE CORPORATION LIMITED

Kishore K. Goswami
Managing Director
DIN: 00289644

Ashokkumar K. Goswami
Whole-time Director
DIN: 00289515

Place : Ahmedabad
Date : 07.08.2019