



DIRECTORS REPORT SMALL COMPANY

Dear Members,

(Name of Company)

Your directors have pleasure in presenting the (No. of AGM) Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2024.

1. **FINANCIAL SUMMARY:** *Rule 8A(g) of Companies (Account) Rules, 2014*

The Company's financial performance, for the financial year ended March 31, 2024:

(Amount in **Thousand**)

Particulars	Year ended March 31, 2023	Year ended March 31, 2024
Revenue from Operations		
Profit Before Tax		
Less: Current Tax		
Deferred Tax		
Income Tax earlier years		
Profit For the Year		
Add: Balance in Profit and Loss Account		
Closing Balance		

2. **STATE OF AFFAIRS / HIGHLIGHTS:** *Rule 8A(f) of Companies (Account) Rules, 2014*

- The Company is engaged in the business of _____.
- There has been no change in the business of the Company during the financial year ended March 31, 2024.

3. **WEB LINK OF ANNUAL RETURN, IF ANY:** *Rule 8A(a) of Companies (Account) Rules, 2014*

The Company has a website, i.e., _____, and the annual return of the company has been published on such a website as per Section 92(3) of the Companies Act, 2013.



OR

The Company doesn't have a website. Therefore, there is no need for publication of the annual return.

4. **MEETINGS OF BOARD OF DIRECTORS:** *Rule 8A(b) of Companies (Account) Rules, 2014*
(No. of Board Meetings) Board Meetings were held during the Financial Year ended March 31, 2024, i.e., (Dates of Board Meetings) in compliance with the provisions of Section 173.

The names of members of the board and their attendance at the board meetings are as follows:

Name of Directors	Number of Meetings attended/ Total Meetings held during the F.Y. 2023-24
(Name of Director)	
(Name of Director)	
(Name of Director)	

5. **DETAILS IN RESPECT OF FRAUD:** *Rule 8A(d) of Companies (Account) Rules, 2014*
During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

6. **BOARD'S COMMENT ON THE AUDITORS' REPORT:** *Rule 8A(e) of Companies (Account) Rules, 2014*
The Auditor's Report does not contain any qualifications, reservations, adverse remarks, or disclaimers. Notes to accounts are self-explanatory and do not call for any further comments.

OR

(Explanation or comment by the Board on every qualification, reservation, adverse remark, or disclaimer made by the statutory auditor in his report and/or by the secretarial auditor in the secretarial Audit Report).



7. **MATERIAL CHANGES AND COMMITMENTS:** *Rule 8A(h) of Companies (Account) Rules, 2014*

There have been no material changes or commitments occurred between the end of the financial year to which the financial statements relate and the date of this report that affect the financial position of the company.

OR

If there are material changes and commitments, but their impact on the financial position is not determinable, a statement should be disclosed in the report as follows:

The following material changes and commitments have occurred between the end of the financial year to which the financial statements relate and the date of this report, and their impact on the financial position of the company is not determinable.

8. **CHANGE IN DIRECTORSHIP:** *Rule 8A(i) of Companies (Account) Rules, 2014*

There has been no change in the constitution of the board during the financial year. The structure of the board remains the same.

OR

If there is any change, mention that Mr.... has been resigned or appointed w.e.f. _____ as Director, MD, etc. of the company.

9. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:** *Rule 8A(j) of Companies (Account) Rules, 2014*

No significant and material order has been passed by the regulators, courts, or tribunals impacting the going concern status or the company's operations in the future.

OR

The details of a significant material order passed by the Hon'ble High Court that may impact the going concern status of the company and its future operations have been annexed as 'Annexure __' to the Directors' Report.



10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES: *As per section 188*

Any other group:

All related party transactions that were entered into during the financial year ended March 31, 2024, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

There are no materially significant related party transactions during the financial year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year, as per Accounting Standard -18 Related Party Disclosures is given in Note no ___ to the Balance Sheet as on March 31, 2024.

11. COMPLIANCE WITH SECRETARIAL STANDARD: *As per SS 1*

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

12. PARTICULARS OF LOANS AND INVESTMENT: *As per Section 186*

The Company has not made any investments, given guarantees, and provided securities during the financial year under review. Therefore, there is no need to comply with the provisions of Section 186 of the Companies Act, 2013.

OR

The Company has not made any investments, given guarantees, or provided securities during the financial year under review. However, the company has given loan during the financial year. Therefore, company has complied with the provisions of Section 186 of the Companies Act, 2013 and details of the same has given in the notes_____ to the Financial Statements

13. **AUDITOR:** *As per Section 139*

Statutory Auditors (Existing Auditor)



As per the provisions of Sections 139 and 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its ___ Annual General Meeting (AGM) held on (Date of AGM) (S. No. of AGM) approved the appointment of M/s. (Auditor/Auditor Firm Name along with FRN) as Statutory Auditor for a period of 5 years commencing from the conclusion of (S. No. of AGM) till the conclusion of the (S. No. of AGM) to be held in the year.

Statutory Auditors (Appointment)

Auditors of the Company M/s (Auditor/Auditor Firm Name along with FRN) hold office until the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment until the conclusion of the (S. No. of AGM) Annual General Meeting of the company to be held in the year _____.

As required under the provisions of Section 139(1) of the Companies Act, 2013, the company has received a written consent from M/s (Auditor/Auditor Firm Name along with FRN) to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the new Act and the Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

14. **DIRECTOR'S RESPONSIBILITY STATEMENT:** *Rule 8A(c) of Companies (Account) Rules, 2014*

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2024, are in full conformity with the requirements of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, (Auditor/Auditor Firm Name along with FRN). The Directors further confirm that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards, read with the requirements set out under Schedule III to the Act, have been followed, and there are no material departures from the same.



- b) The Directors have selected such accounting policies, applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the financial year ended March 31, 2024.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'going concern' basis.
- e) The Company being unlisted, sub-clause (e) of Section 134(3) of the Companies Act, 2013, pertaining to laying down internal financial controls, is not applicable to the Company.
- 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.

15. DEPOSITS: *As per provisions of Section 73*

The Company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year.

Or

The company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year under review. However, the company has accepted loans from directors during the financial year, as mentioned below:

(Amount in INR)

Name of Director/Company	Loan taken during the year	Loan remaining at the end of the year
Ms. (Name of Director)		
Ms. (Name of Director)		

16. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE [“POSH”]: *As per provisions of POSH Act.*



Our Company has always believed in providing a safe and harassment-free workplace for every individual working on its premises. The company always endeavours to create and provide an environment that is free from discrimination and harassment.

The policy on prevention of sexual harassment at the workplace aims to prevent harassment of employees, (whether permanent, temporary, ad hoc, consultants, interns, or contract workers, irrespective of gender, and lays down guidelines for identification, reporting, and prevention of undesired behaviour. The company has duly constituted an internal complaints committee as per the said Act.

During the financial year ended March 31, 2024, there will be no complaints recorded pertaining to sexual harassment.

ACKNOWLEDGMENT

Your directors place on records their appreciation of the contributions made by employees and consultants at all levels, who, with their competence, diligence, solidarity, co-operation, and support, have enabled the company to achieve the desired results.

The board of directors gratefully acknowledges the assistance and cooperation received from the central and state government departments, shareholders, and stakeholders.

Dated:
Place:

For and on behalf of the Board of Directors
(Name of the Company)

Name of the Director

Name of the Director

CS DIVESH GOYAL
Practicing Company Secretary
GOYAL DIVESH& ASSOCIATES

Mob: +918130757966
csdiveshgoyal@gmail.com
Knowledge Sharing Initiative

(Designation)

(Designation)

DIN_____

DIN: _____



Add: _____

Add: _____