**DIRECTOR’S REPORT**

**To,**

**The Members,**

Your directors are pleased in presenting their 00 **(IN WORDS)** Directors Report on the business and operations of your Company together with the Audited Financial Statements and the Auditors’ Report of your Company for the financial year ended, 31st March, 2025.

The summarized financial results for the year ended 31st March, 2025 are as under:-

**FINANCIAL SUMMARY (STANDALONE)**

(Amount in Rs.)

|  |  |  |
| --- | --- | --- |
| **Particulars** | **2024-2025** | **2023-2024** |
| Total Revenue | 00.00 | 00.00 |
| Profit / Loss before depreciation and Tax | 00.00 | 00.00 |
| Less:- Depreciation | 00.00 | 00.00 |
| Profit/Loss before Tax  | 00.00 | 00.00 |
| Less-Current year tax | 00.00 | 00.00 |
|  Deferred Tax | 00.00 | 00.00 |
| Profit/ Loss for the year | 00.00 | 00.00 |

**INDUSTRY SCENARIO AND STATE OF COMPANY’S AFFAIRS**

The Performance of your Company during F.Y 2024-2025 is given above.

The Company has closed its books of account with a PROFIT of **Rs. 00.00/-** (Rupees **XXXXXXXXX** Only) for the financial year ended 31.03.2025 as compared to the Loss of Rs. of **Rs. 00.00/-** (Rupees **XXXXXXXXX** Only) for the financial year ended 31.03.2024.

**CHANGE IN THE NATURE OF BUSINESS**

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

**CHANGE IN THE REGISTERED OFFICE OF THE COMPANY**

There was no change in the registered office of the company during the financial year 2024-2025.

**DIVIDEND**

As the Company has not made adequate profits during the year, the Directors of your Company do not recommend any dividend for the financial year ended March 31, 2025.

**CAPITAL STRUCTURE**

During the year under consideration, the Company has not changed its capital structure and the authorized and paid-up share capital as on 31st March 2025 stands as follow:

The Authorized Share Capital of the Company is Rs. 00.00 (In words Only) divided into 00.00 (In words Only) Equity Shares of Rs. 10/- each.

During the F.Y. 2024-2025, the Paid-up Share capital of the Company stands as Rs. 00.00 (In words Only) divided into 00 (In words Only) Equity Shares of Rs. 10/- each.

**HOLDING/SUBSIDIARY/ASSOCIATE COMPANIES**

The details of holding company of the Company are given below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| S.N. | Shareholder’s Name | Address | Number of Shares of Rs. 10 each | % of holding |
| 1 | **CS DILIP KUMAR CHOUDHARY** | SDFAS | 00.00 | 0% |
| 2. | **CS DILIP KUMAR CHOUDHARY** | SDFAS | 00.00 | 0% |

**AMOUNT TRANSFERED TO RESERVES**

Your directors do not propose to carry any reserve during the financial year ended March 31, 2025.

**DIRECTORS**

Your Company’s Board comprises of the following directors: -

|  |
| --- |
| **Directors/Signatory Details** |
| **DIN/PAN** | **Name** | **Begin date** | **End date** |
| 00000000 | XXXXXXXXX | 00/00/0000 | - |
| 00000000 | XXXXXXXXX | 00/00/0000 | - |
| 00000000 | DILIP KUMAR CHOUDHARY | 00/00/0000 | - |

**MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company met **“00”** times during the year under review on 00/00/0000**,** 00/00/0000**,** 00/00/0000 **and** 00/00/0000in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the minute’s book kept by the Company for the purpose. The intervening period between the Board Meetings were well within the maximum time between the two meetings prescribed under section 173 of the Companies Act, 2013 and special Measures under companies act in view of Covid outbreak.

The annual calendar of meetings is broadly determined at the beginning of each year. The details of the meetings held during the year are as under:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **S.****No.** | **Name of the Directors**  | **Category** | **No. of meetings held** | **No. of meetings attended** | **Last AGM attendance**  |
| 1. | XXXXXXXXX | Director | 4 | 4 | Present |
| 2. | XXXXXXXXX | Director | 4 | 4 | Present |
| 3 | DILIP KUMAR CHOUDHARY | Director | 4 | 4 | Present |

**COMMITTEES OF THE BOARD OF DIRECTORS OF THE COMPANY**

There is no committee constituted in the company as the same is not applicable.

**MEETINGS OF THE MEMBERS**

The Last i.e. the 00th Annual General Meeting of the Company for the financial year 2023-2024 was held on 30/09/2024 at the Registered Office of the Company.

**Particulars of the Extra-Ordinary General Meeting of the Company held during the year**

There was no Extra Ordinary General Meeting held during the year under consideration.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, there are no particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013.

**MATERIAL CHANGES AND COMMITMENTS 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 have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATION IN FUTURE**

No significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company.

**PARTICULARS OF CONTRACTS OR ARRANGMENTS MADE WITH THE RELATED PARTIES**

During the financial year under review, the provision of section 188 is not applicable to the Company. The Company has entered into contracts/arrangements with its related parties, details of such contracts are given below.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Sl. No. | Name(s) of the related party | nature of relationship | Nature of contracts/arrangements/ transactions | Duration of the contracts/ arrangements/transactions | terms of the contracts/arrangements/ transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
| **1.** | DSFASDFASDFASD |  |  |  |  |  |  |
| **2.** | **SDFASDFASD** |  |  |  |  |  |  |

The details of related party transactions as required under provisions of section 134(3) of the Companies Act 2013 are provided in Form AOC-2, which is annexed to this Directors’ Report as ‘**Annexure I**’.

The details of transactions with related parties during Financial Year 2024-2025 are provided in the notes to the financial statements.

**DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

None of the employee of your Company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of Rupees One Crore and Two Lakhs or more or if employed for the part of the financial year was in receipt of remuneration of Rupees Eight Lakh & Fifty Thousand or more per month.

**NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the year under review, there is no Subsidiary, Joint Venture or Associate Company.

**DEPOSITS**

The Company has not accepted any deposits under the applicable provisions of the Companies Act, 2013 and the rules framed there under.

**AUDITORS**

The Company in its **2ND** Annual General Meeting (AGM) held on 30/09/2024 appointed M/s. XXXXXXXXXX & Associates, Chartered Accountants, (FRN No.-000000X) as Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 and the rules framed there under, for a term of 5 consecutive years commencing from the conclusion ofthe 2ND Annual General Meetingheld on 30/09/2024 until the conclusion of 7th Annual General Meeting of the Company to be held in 2029 for the Financial year 2028-2029.

**AUDITORS’ REPORT**

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report.

**FRAUD’S REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT U/S 143(12)**

There were no frauds reported by the auditors under section 143(12) of Companies Act, 2013 during their course of audit for the financial year 2024-2025.

**COST AUDITOR AND COST RECORDS**

1. Cost Audit: As per the provisions of section 148 of the Companies Act, 2013 read with the pro Audit Orders, Cost Audit is not applicable to the Company's products/ business for the current financial year.
2. Cost Records: The provisions of Cost Record are not applicable to the Company; thus, Company is not required to maintain proper records and account of the same as required under the Companies Act, 2013.

**DISCLOSURES AS MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013**

The Company does not fall under the preview of section 148 of the Companies Act, 2013, and hence it is not required to maintain any cost records and accordingly such accounts and records are not made and maintained by the company.

**INTERNAL AUDITOR**

The Company is not required to appoint Internal Auditor as it does not fall within purview of section 138(1) of Companies Act, 2013 and Rule 13 of Companies (Accounts) Rules, 2014 and it is not applicable to your Company.

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

There are no employees in the Company thus it is not required to constitute Internal Complaints Committee (ICC) pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act 2013' as the same is not applicable on the Company.

**PREVENTION OF SEXUAL HARASSMENT** *(Constitution of internal complaint committee is not applicable if there is less than 10 employees)*

The Company is committed to a safe, inclusive workplace where everyone feels respected and empowered. In line with the PoSH Act, it has adopted an anti-sexual harassment policy and constituted an Internal Committee. No complaints, including those related to sexual harassment, were received during the year under review.

**OR**

The following is a summary of complaints received and resolved during the reporting period:

|  |  |  |
| --- | --- | --- |
| **Received** | **Disposed-Off** | **Pending** |
|  |  |  |

**Maternity Benefit Affirmations**

*(Not applicable for small companies)*

The Company confirms that it has followed the Maternity Benefit Act, 1961. All eligible women employees received the required benefits, including paid leave, continued salary and service, and post-maternity support like nursing breaks and flexible work options.

**MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961 (Not applicable on companies having less than 10 employees)**

The Company confirms that it has followed the Maternity Benefit Act, 1961. All eligible women employees received the required benefits, including paid leave, continued salary and service, and post-maternity support like nursing breaks and flexible work options.

**DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTACY CODE 2016**

During the financial year under review, there were NO application/s made or proceeding were pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

**DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the Financial year under review, there were NO one time settlement of Loans taken from Banks and Financial institutions.

**SECRETARIAL STANDARDS**

Your Company has complied with Secretarial Standard-1 (Board Meeting) and Secretarial Standards-2 (General Meetings) (together referred to as the Secretarial Standards) w.e.f. **1st October, 2017** as approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI) under the provisions of Section 118(10) of the Companies Act, 2013.

**INTERNAL CONTROL SYSTEMS**

The Company’s internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

* Timely and accurate financial reporting in accordance with applicable accounting standards.
* Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.
* Compliance with applicable laws, regulations and management policies.

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

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

As the business and activities of the Company does not involve any manufacturing activity right now, the information required to be provided under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of Conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the financial year under review.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

|  |  |
| --- | --- |
| **Earnings:** | **00.00** |
| **Outgo:** | **00.00** |

1. **Conservation of Energy:**

As there are no ongoing operations in your Company. Hence there is no need to conserve energy.

1. **Technology Absorption:**

|  |  |
| --- | --- |
|  Efforts made for technology absorption | N.A. |
| Benefits derived | N.A. |
| Expenditure on Research &Development, if any | N.A. |
| Details of technology imported, if any | N.A. |
| Year of import | N.A. |
| Whether imported technology fully absorbed | N.A. |
| Areas where absorption of imported technology has not taken place, if any | N.A. |

**LIQUIDITY**

Your Company maintains sufficient cash to meet our strategic objectives. We clearly understand that the liquidity in the Balance Sheet is to ensure balance between earning adequate returns and the need to cover financial and business risks. Liquidity also enables your Company to position itself for quick responses to market dynamics.

**VIGIL MECHANISM**

The provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed thereunder are not applicable on the Company.

**CORPORATE SOCIAL RESPONSIBILITY**

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act shall comply with the provisions of Section 135 of the Act and its rules.

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act, your Company is not required to constitute a Corporate Social Responsibility (“CSR”) Committee.

**STATEMENT SHOWING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

During the year, the risk assessment parameters were reviewed. In the opinion of the Board, since there are no business activities. Hence, there are no major elements of risk which has the potential of threatening the existence of the Company.

During the year under review, the company have not developed and implemented risk management policy.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred the unclaimed/unpaid dividend amounting to **xxxxxx.00** to the Investor Education and Protection Fund (IEPF) during the year under review.

Further, **xxxxx** equity shares on which the dividend remained unclaimed for seven consecutive years were also transferred to the Demat account of the IEPF Authority in accordance with the prescribed rules. The details of the shares and dividend transferred to the IEPF are available on the Company’s website.

Or

There is no unclaimed dividend pending in the company’s account.

**WEBSITE LINK OF ANNUAL RETURN:**

In accordance with Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Interested parties can access the copy of Annual Returns from Download section of the website of the company.

OR

The Company do not have functional website where they can provide Annual return of the Company as required under Section 92 (3) of Companies Act, 2013.

**DATA PRIVACY, DATA PROTECTION, AND CYBERSECURITY**

The Company is committed to upholding the highest standards of data privacy and protection. In light of the increasing reliance on digital infrastructure, the Company has implemented comprehensive cybersecurity and data protection policies, aligned with industry best practices and the evolving regulatory framework, including provisions under the Information Technology Act, 2000, and applicable data protection regulations.

Key initiatives undertaken during the year include:

* Deployment of end-to-end encryption and multi-layered security protocols for data storage and transfer.
* Regular third-party cybersecurity audits and vulnerability assessments.
* Employee training programs on data protection and cybersecurity awareness.
* Strict access control mechanisms and implementation of role-based permissions.
* Data breach response protocols in accordance with the CERT-In guidelines.

The Company continues to invest in digital infrastructure to ensure robust protection of stakeholder information and business continuity.

**DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed:

1. That in the preparation of the annual accounts for the period ended 31.03.2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors have 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 the loss of the Company for the period ended 31.03.2025;
3. That 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;
4. That the Directors had prepared the annual accounts on a going concern basis and
5. That 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.

**AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.**

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable on company and all transaction has been recorded in the said software.

**APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.**

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

**The company has proposed and appointed a Designated person in a Board meeting and the same has been reported in Annual Return of the company.**

**OBTAINING ISIN BY NON-SMALL COMPANIES - COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) SECOND AMENDMENT RULES, 2023 OF THE COMPANIES ACT 2013.**

Recent amendments under the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, stipulate that non-small companies must obtain an International Securities Identification Number (ISIN) for their securities to facilitate smoother trading and enhance marketability.

**The company has appointed an RTA and submitted all required documents to the RTA to obtain the ISIN in month of August 2024 to comply with this rule.**

**ACKNOWLEDGEMENT**

Your Board takes this opportunity to place on record their appreciation for the dedication and commitment of employees shown at all levels. Your Board also wishes to place on record its appreciation for the services rendered by its auditor, consultants business partners, Bankers, Service Providers as well as regulatory and government authorities for extending support and placing their faith and trust on the Board.

***For and on behalf of the Board of Directors***

**XXXXXXXXXXX PRIVATE LIMITED**

|  |  |
| --- | --- |
| **XXXX XXXXXX****DIN: 00000000** **DATE: 02/09/2025**  | **XXXX XXXXXX****DIN: 00000000** **DATE: 02/09/2025**  |

 **PLACE: NEW DELHI (INDIA)**