

LGCL Properties Private Limited

Reg. Off. Address: No.12/1, Rest House Road, Bangalore – 560 001

CIN: U45402KA2007PTC044685

DIRECTORS' REPORT

To
The Shareholders,

Your Directors have pleasure in presenting their Report together with the Audited Statement of Accounts and audited report of your company for the financial year ended 31st March 2015.

FINANCIAL RESULTS:	FY 2014-15 (in Rupees)	FY 2013-14 (in Rupees)
Gross Receipt	283,915,026	321,857,907
Gross Expenditure	264,181,579	294,362,238
Loss before tax	19,733,447	27,495,669
Less: Tax	4,871,126	6,718,467
Profit/(Loss) after tax	15,065,321	20,777,202
Balance Carried to Balance Sheet	15,065,321	20,777,202

1. Transfer to Reserves:

The company does not propose to transfer any amount to any reserves during the financial year 1st April 2014 to 31st March, 2015 due to loss during the year.

2. Review of Operations:

The Management is very confident of getting sizable number of contracts for the service rendered by the company. During the period of FY 2014-15 the company has accrued a net profit of 15,065,321/- (Rupees One Crore Fifty Lakh Sixty Five Thousand Three Hundred and Twenty One only.)

3. Change in the nature of Business:

There is no Change in the nature of the business carried on by the company during the financial year 2014-15.

4. Material Changes between the date of the Board report and end of financial year.

There have been no material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial statements of the company to which the financial statements relate and the date of report.

5. Details of Subsidiary/Associates/ Joint Ventures Company:

The Company does not have any Subsidiary/Associates/ Joint Ventures Company pursuant under Companies Act, 2013.

6. Dividends:

Directors do not recommend dividend on shares during the year as there is net loss in the current year.

7. Meetings of the Board:

During the year 2014-15, five meetings of the Board of Directors were held viz on 25.06.2014, 30.09.2014, 07.10.2014, 09.12.2014, 24.03.2015.

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8. **Directors and Key Managerial Personnel:**
No Director has been appointed during the year.
9. **Details of Policy Developed and Implemented by the company on its Corporate Social Responsibility Initiatives:**
The provisions Corporate Social Responsibility is not applicable to the company.
10. **Changes in Share Capital:**
No change in Paid up Share Capital of the Company.
11. **Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**
During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
12. **Statutory Auditors: M/s. Chaturvedi & Shah, (FRN: 101720W) Chartered Accountants,**
Statutory Auditors of the company were appointed for a period of 5 years at the last annual general meetings, subject to re-appointment at every Annual General Meeting in terms of Section 139 of the Companies Act 2013. They have confirmed their eligibility and willingness for the next term from the conclusion of ensuring annual general meeting to the conclusion of next annual general meeting. The Board of Directors , therefore, recommends re-appointment for F.Y 2015-16 of M/s. Chaturvedi & Shah, (FRN: 101720W), Chartered Accountants, as statutory auditors of the company for the approval of Shareholders.
13. **Auditors' Report Qualification:**
The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimers. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any future comments.
14. **Extract of the Annual Return in Form MGT-9:**
Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as **Annexure - A**
15. **Particulars of Loans, Guarantee or Investments under section 186:**
The company has neither given any loan or guarantee, nor has made any investment during the year under report attracting the provision of section 186 of the company's act 2013.
16. **Deposit:**
The company has not invited/ accepted any deposits from the public during the year end march 31, 2015. There were no unclaimed or unpaid deposits as on 31st March, 2015.
17. **Particulars of Contracts or Arrangement with Related Parties under section 188(1):**
Agreement was entered with related parties by the Company during the year under the report under section 188(1) of the Companies Act, 2013 is annexed herewith as "**Annexure - B.**"

18. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaint during the year 2014-15.

19. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure C".

20. Transfer of Amounts to Investor Education and Protection Fund:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF)

21. Directors Responsibility Statement:

The Director's 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 director 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 director 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 system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

22. Declaration by Independent Directors

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

23. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178;

The Company, being a Private Limited Company was not required to constitute a

Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

24. Particulars of Employee:

The Company has one employee who draw remuneration exceeding Rs.5,00,000/- per month and Rs. 60,00,000/- per annum, falling within the scope of Section 197 of the Companies Act, 2013. The detail of the particulars of employees, as required under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed in "Annexure – D".

25. Risk Management Policy:

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy, under the supervision of the Board of Directors of the Company. It helps in identifying internal and external risks and implementing risk mitigation steps.

ACKNOWLEDGEMENT:

Your Directors place on record their appreciation for the co-operation extended by the customers, suppliers of the Company. They also acknowledge and thank the employees for their active support and assistance, which has improved your company's operations considerably.

By Order of the Board of Directors
For LGCL Properties Private Limited



Girish Puravankara
Managing Director
DIN: 00504593



Rashmi Puravankara
Director
DIN: 01620530

Place: Bengaluru
Date: 30.09.2015