

## **DIRECTOR'S REPORT TO THE SHAREHOLDERS**

Dear Shareholders:

Your Directors have pleasure in presenting the 14<sup>th</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

### **FINANCIAL RESULTS**

| PARTICULARS                                                               | 2014-15         | 2013-14         |
|---------------------------------------------------------------------------|-----------------|-----------------|
| Income for the year                                                       | 36,12,88,664.16 | 33,30,87,625.80 |
| Expenditure for the year<br>excluding Depreciation                        | 32,70,71,053.58 | 30,72,46,298.59 |
| Profit or Loss before Depreciation and<br>Amortization Exp.               | 3,42,17,610.58  | 2,58,41,327.21  |
| Less: Depreciation and Amortization<br>Exp.                               | 1,93,02,516.15  | 1,22,15,322.60  |
| Profit or Loss after Depreciation and<br>Amortization Exp. But before Tax | 1,49,15,094.43  | 1,36,26,004.61  |
| Less: Current Tax                                                         | 73,37,103.00    | 45,44,980.00    |
| Profit or Loss After Tax                                                  | 75,77,991.43    | 90,81,024.61    |

### **GENERAL REVIEW**

The company's performance was not satisfactory during the year. Since The Company could not achieve its turnover as well it could not achieve its target of Net Profit. Your Directors are hopeful that the company shall be able to achieve its target of Net Profit in the year to come. The future of the company seems to be bright.

### **DIVIDEND**

As the directors shown their willing to conserve the resources, no dividend was recommend for financial period 2014-15.

### **RESERVES**

The company has not transfer any amount to reserve during the year.

### **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 year of the Company to which the financial statements relate and the date of the report.

### **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.

For Technoculture Building Centre (P) Ltd.

*Vinay Kumar Tiwari*  
Managing Director

FOR TECHNOCULTURE BUILDING CENTRE PVT. LTD.

*Surbha Kaur*  
Director

**SUBSIDIARY COMPANY:**

As on March 31, 2015, the Company does not have any subsidiary.

**CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the business of the company

**Extract of the annual return**

The extract of the annual return in Form No. MGT – 9 shall form part of the Board's report

**ACCEPTANCE OF DEPOSITS**

The Company has not accepted any deposits during the year under review.

**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 A".

**PARTICULARS OF EMPLOYEES**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**NUMBER OF MEETING OF THE BOARD:**

During the year 2014-15, the Board of Directors met Five times i.e 30<sup>th</sup> April 2014, 24 July 2014, 3<sup>rd</sup> September 2014 29<sup>th</sup> December 2014, and 3<sup>rd</sup> March 2015

**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.

**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.

For Technoculture Building Centre (P) Ltd.

Vinay Kumar Tiwary  
Managing Director

FOR TECHNOculture BUILDING CENTRE PVT. LTD.

Surbha Kumari  
Director

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

**Particulars of contracts or arrangements with related parties:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed as follow :-

| Name of Party                                                | Amount           |
|--------------------------------------------------------------|------------------|
| 1) Vastu Vihar Construction and Utility Service Pvt. Ltd.    | 1, 17, 80,511.00 |
| 2) Vastu Vihar Media Ventures Pvt. Ltd.                      | 3, 89, 60,821.00 |
| 3) Vastu Vihar Biotech Pvt.Ltd                               | 28, 45,210.00    |
| 4) Technoculture resorts and business centre private limited | 3,19,919.00      |

**DISCLOSURE OF PARTICULARS WITH RESPECT OF CONSERVATION OF ENERGY**

The details as required by Companies (Disclosure of particulars in Report of Board of Directors) Rules, 1988 for conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are not applicable to the Company having regard to the nature of business of the Company.

**DIRECTOR RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In presentation of the annual accounts, the applicable standards had been followed along with proper explanation relation to material departures;
2. 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 your Company at the end of the financial year and of the profit of your Company for that period;
3. 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 your Company and for preventing and detection fraud and other irregularities;
4. The Directors had prepared the annual accounts on a going concern basis.

**AUDITORS**

The Company's auditors M/s Ajay kishore and Co. (Regd. No.005899C) Chartered Accountants, Jamshedpur who retire at the ensuing Annual General Meeting, have confirmed their eligibility and willingness to accept office, if re-appointed. The proposal for their re-appointment is included in the notice for Annual General Meeting sent herewith.

For Technoculture Building Centre (P) Ltd.  
Vinay Kumar Tiwary  
Managing Director

FOR TECHNOCULTURE BUILDING CENTRE PVT. LTD.  
Surbina Kumar  
Director

**APPRECIATION**

We wish to place on record our deep and sincere appreciation for the contribution made by the workers, staff and executives to the performance of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Place: JAMSHEDPUR

Dated: 02/09/2015

Virey Jai Timmy

FOR TECHNOLOGICAL

Surlma Kishan  
Director

**ANNEXURE – A**  
**INFORMATION UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) THE**  
**COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE DIRECTORS**

**(A) Conservation of energy-**

- (i) The steps taken or impact on conservation of energy: NIL
- (ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: NIL

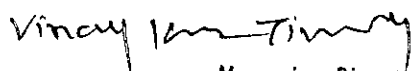
**(B) Technology absorption-**

- (i) The efforts made towards technology absorption: NIL
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- : NIL
- (iv) The expenditure incurred on Research and Development: NIL

**(C) Foreign exchange earnings and Outgo-**

The Company is operating its business on domestic level and not engage in any foreign operation.

For Technoculture Building Centre (P) Ltd.

  
Managing Director

For Technoculture Building Centre (P) Ltd.

  
Director