

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2014-2015
The Members of Structo Arch Consultants Private Limited

Your directors have pleasure in presenting the Directors' Report on the business and operations of the company, together with the Audited Statement of Accounts for the year ended 31st March, 2015.

Financial Highlights

During the year under review, performance of your company as under:

Particulars	(Amount in Rupees)	
	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Turnover	124,83,088.43	7,10,560.00
Profit/(Loss) before taxation	(16,724.23)	(2,21,444.60)
Less: Tax Expense	(4,122.70)	(1,024.11)
Profit/(Loss) after tax	(12,601.53)	(2,20,420.49)
Add: Balance B/F from the previous year	(3,66,331.99)	(1,45,911.50)
Balance Profit / (Loss) C/F to the next year	(3,78,933.52)	(3,66,331.99)

The consolidated performance of the group as per consolidated financial statements is as under:

Particulars	(Amount in Rupees)	
	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Turnover	N.A	
Profit/(Loss) before taxation		
Less: Tax Expense		
Profit/(Loss) after tax		
Add: Balance B/F from the previous year		
Balance Profit / (Loss) C/F to the next year		

State of Company's Affairs and Future Outlook

The company is engaged in the business to carry out the consultancy work of Architectural, Structural/Civil Engineering, Electrical Engineering & Interior Designing for all types of building and civil engineering structures and related works.

Change in nature of business, if any

There is no change in the nature of business of the Company during the Financial Year 2014-2015.

Dividend

During the F.Y. 2014-15, the company has not declared dividend.

Amounts Transferred to Reserves

Since no dividend has been declared, hence no amount has been transferred to reserve during the financial year 2014-2015.

Changes in Share Capital, if any

During the F.Y. 2014-15, there is no change in the Share Capital of the company.

Disclosure regarding Issue of Equity Shares with Differential Rights

There was no issue of Equity Shares with differential rights in the Financial Year 2014-2015.

Disclosure regarding Issue of Employee Stock Options

There was no issue of Employees Stock Options in the Financial Year 2014-2015.

For, Structo Arch Consultants Pvt. Ltd.

Managing Director

Disclosure regarding Issue of Sweat Equity Shares

There was no issue of Sweat Equity Shares in the Financial Year 2014-2015.

Extract of Annual Return

The extract of Annual Return, in format MGT-9, for the Financial Year 2014-15 has been enclosed with this report.

Number of Board Meetings

The Board of Directors of the Company met 05 times during the year on 26/05/2014, 22/07/2014, 01/09/2014, 20/12/2014 and 31/03/15 in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Particulars of Loan, Guarantees and Investments under Section 186

The Company has not provided any loan, guarantees or investment under section 186 of the Companies Act, 2013.

Particulars of Contracts or Arrangements with Related Parties

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 for the Financial Year 2014-15 in the prescribed format, AOC-2 has been enclosed with the report.

Explanation to Auditor's Remarks

Since there is no qualification, reservation, adverse remark or disclaimer made by the statutory auditor in his report, hence there is no explanation or comment by the Directors on the same.

Material Changes Affecting the Financial Position of the Company

There is no material change in the Company which would affect the Financial Position of the Company.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

During the Financial Year 2014-2015, no step towards the Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo has been taken by the Board of Directors of the Company.

a) Conservation of Energy:

Steps taken for conservation	NONE
Steps taken for utilizing alternate sources of energy	NONE
Capital investment on energy conservation equipments	NONE

b) Technology Absorption:

Efforts made for technology absorption	NONE
Benefits derived	NONE
Expenditure on Research & Development, if any	NONE
Details of technology imported, if any	NONE
Year of import	NONE
Whether imported technology fully absorbed	NONE
Areas where absorption of imported technology has not taken place, if any	NONE

c) Foreign Exchange Earnings/ Outgo:

Earnings	NONE
Outgo	NONE

For, Strategic Consultants Pvt. Ltd.

Details of Subsidiary, Joint Venture or Associates

The Company neither have any subsidiary, Joint Venture or Associates nor is it the subsidiary or associate of any company.

Risk Management Policy

During the Financial Year 2014-2015, no step has been taken for framing of risk management policy of the Company.

Details of Directors and Key Managerial Personnel

No new director has been appointed during the financial year 2014-2015. Also none of the Directors have resigned during the period. None of the director is eligible to retire by rotation during the ensuing Annual General Meeting.

Details of significant & material orders passed by the regulators or courts or tribunal

There was no order passed by the authorities which would impact the going concern status and company's operations in future.

Voluntary Revision of Financial Statements or Board's Report

There was no voluntary revision of the Financial Statements or Board's Report during any of the 3 preceding financial years.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

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.

Deposits

The following details of deposits, covered under Chapter V of the act:

1 Deposits Accepted during the year	NONE
2 Remained unpaid or unclaimed as at the end of the year	NONE
3 Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-	
A At the beginning of the year	NONE
B Maximum during the year	NONE
C At the end of the year	NONE
4 The details of deposits which are not in compliance with the requirements of Chapter	NONE

Receipt of any commission by MD / WTD from the Company or for receipt of commission / remuneration from it holding or subsidiary

During the Financial Year 2014-2015, the MD is not in the receipt of any commission from the company and/or receipt of commission / remuneration from its holding or subsidiary.

Declaration by Independent Director

The declaration by Independent Director i.e. declaration to affirm the points given u/s 149(6) of Companies Act, 2013 are applicable only to the Listed and Select Public Companies. The given Company is neither listed nor is Select Public company hence this clause not applicable.

For,  Struc-Arch Consultants Pvt. Ltd.

Re-appointment of Independent Auditor

The provisions of appointment and re-appointment of independent Auditor are applicable to the Listed and select public Companies. Since the Company is neither listed nor fall under the category of select public Companies hence this clause is not applicable to the Company.

Secretarial Audit Report

Secretarial Audit report is required to be attached to the Annual Report of the listed and select Public Companies in Form MR-3. Since the company is neither listed nor fall under the category of Select Public Company hence Secretarial Audit is not required to be obtained by the Company.

Corporate Social Responsibility (CSR) Policy

Since the Company does not trigger the limit for Corporate Social Responsibility hence no step has been taken by the Company in this regard.

Audit Committee

Audit Committee is required to be constituted only in the listed and Select Public Company. Since the company is neither listed nor fall under the category of Select Public Company hence no Audit Committee has been constituted.

Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees

The clause is required to be complied by the Listed Companies and select Public Companies. Since the company is neither listed nor fall under the category of Select Public Company hence this clause is not applicable to the Company.

Nomination & Remuneration Committee Policy

Nomination & Remuneration Committee Policy is required to be framed in Listed Companies and select Public Companies. Since the company is neither listed nor fall under the category of Select Public Company hence this clause is not applicable to the Company.

Disclosure on Establishment of a Vigil Mechanism

Establishment of a Vigil Mechanism is mandatory in Listed Companies and Select Public Companies. Since the company is neither listed nor fall under the category of Select Public Company hence this clause is not applicable to the Company.

Corporate Governance

Obtaining the Corporate Governance Certificate is mandatory for the equity listed companies. Since the Company is not the one hence the clause is not applicable.

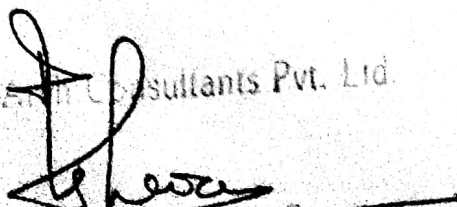
Managerial remuneration

Statistical disclosure relating to the managerial remuneration pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is mandatory listed Companies only. Since the Company is unlisted Company hence this clause is not applicable to the Company.

Statutory Auditors

During the Financial Year 2014-2015 Statutory Auditors of the company was "Abhishek VL Agarwal & Associates", Chartered Accountants, Patna. Existing auditor(s), Abhishek VL Agarwal & Associates", Chartered Accountants, Patna are eligible for re-appointment, for the ensuing financial Year i.e. 2015-2016. Also the name of the existing auditors have been proposed in the Board meeting of the Company.

For. Structural Consultants Pvt. Ltd.



Cost Auditors
Not Applicable

Management Discussion and Analysis Report

The clause is applicable only to the listed Companies. Since the Company is not the one hence it is not applicable to the Company.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

There was no case filed during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

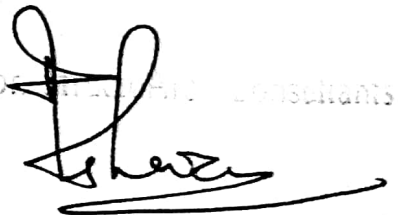
- a) In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for that period;
- c) 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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.

Acknowledgment

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support

FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

RAJIV SHARAN
(Managing Director)
DIN : 02352616



FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED, Director

ARTI KUMARI
(Director)
DIN : 03199881

Date: 31/08/2015
Place: Patna

FORM NO. AOC-2

(Pursuant to clause (b) of sub-section (1) of section 188 of the Act and Model M(2) of the Companies (Disclosure of Information) Rules, 2015)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 not including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	NONE
(b) Nature of contracts/arrangements/transactions	NONE
(c) Duration of the contracts / arrangements/transactions	NONE
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NONE
(e) Justification for entering into such contracts or arrangements or transactions	NONE
(f) Date of approval by the Board	NONE
(g) Amount paid as advances, if any	NONE
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NONE

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	NONE
(b) Nature of contracts/arrangements/transactions	NONE
(c) Duration of the contracts / arrangements/transactions	NONE
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NONE
(e) Date(s) of approval by the Board, if any	NONE
(f) Amount paid as advances, if any	NONE

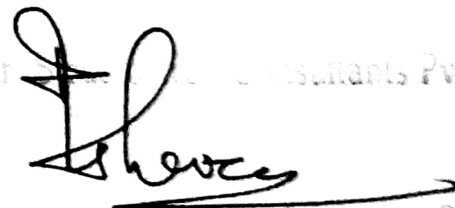
Note: Form shall be signed by the persons who have signed the Board's report.

FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

Date: 31/08/2015

Place: Patna

RAJIV SHARAN
(Managing Director)
DIN : 02352616

For  **Sharan**
Managing Director

FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

ARTI KUMARI
(Director)
DIN : 03199681

DIRECTOR'S REPORT

to the members of Structo Arch Consultants Private Limited

Form No. MGT-9

EXTRACTS OF ANNUAL RETURN

as on the financial year ended on 31-03-2015

[Pursuant to section 92(1) of the companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	1	U74210HR2002PTC000097
ii) Registration Date	1	19.08.2002
iii) Name of the company	1	STRUCTO ARCH CONSULTANTS PRIVATE LIMITED
iv) Category / Sub-Category of the Company	1	Company Limited By Shares/ Indian Non Government Company
v) Address of the registered office and contact details	1	SHARANAM, GOKUL, PATEL, PATEL, NAGAR, PATNA, BHAR-800023
vi) Whether listed company :	1	Unlisted
vii) Name address and contact details of Registrar and transfer Agent, if any	1	N/A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SL. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Other Business activity which includes consultancy work Architectural, Structural/Civil Engineering, Electrical Engineering etc.	74	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

SL. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary And Associate	% of shares held	Applicable section
1	NIL				
2					

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SL. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	1,000	100	1,000	100
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
3	At the End of the year	1,000	100	1,000	100

For. Structo Arch Consultants Pvt. Ltd

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SL.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	NIL			
2	Date wise Increase / Decrease in Top ten Shareholders Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/sweat equity etc.):				
3	At the End of the year				

(v) Shareholding of Directors and Key Managerial Personnel:

SL.No.	For Each of the Directors and KMP	Shareholding at the beginning		Cumulative Shareholding during	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	1,000	100	1,000	100
2	Date wise Increase / Decrease in Directors and KMP Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/sweat equity etc.):	NO CHANGE			
3	At the End of the year	1,000	100	1,000	100

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Indebtedness during the				
	-	4,95,000.00	-	4,95,000.00
	-	-	-	-
	-	4,95,000.00	-	4,95,000.00
	-	-	-	-
	-	4,95,000.00	-	4,95,000.00
	-	-	-	-
	-	-	-	-
	-	-	-	4,95,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/or Manager

Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
Particulars	KAJIV SIIARAN	
Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,400,000.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
Stock Option		
Sweat Equity		
Commission		
:- as % of profit		
:- others, specify...		
Others, please specify	3,60,000.00	3,60,000.00
Total (A)		
Ceiling as per the Act		

B. Remuneration to other directors:

Particulars of Remuneration	Total Amount
Independent Directors	NIL
Fee for attending board / committee meetings	
Commission	
Directors Remuneration	
Total (1)	
Other Non-Executive Directors	
Fee for attending board / committee meetings	
Commission	
Others, please specify	
Total (2)	
Total (B)=(1+2)	
Total Managerial Remuneration	
Overall Ceiling as per the Act	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Particulars of Remuneration	Key Managerial Personnel			Total
	CEO	Company Secretary	CFO	
Gross salary	NIL			
Value of perquisites u/s 17(2) Income				
Profits in lieu of salary under section				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company			NIL		
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Others offices in default					
Penalty					
Punishment					
Compounding					

For. StructoArch Consultants Pvt. Ltd


Managing Director

share capital breakup as percentage of total Equity)

No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
-	1000	1,000	100	-	1000	1,000	100
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For Structural Consultants Pvt. Ltd.

20

Total (A+B+C)

(ii) Shareholding of Promoters

COL. STRUCTURAL CONSULTANTS PVT. LTD.

Director

STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

DETAILS OF MEMBERS, DEBENTURE HOLDERS AND OTHER SECURITIES HOLDER AS ON 31/03/2015

ISSUED SHARE CAPITAL

2,00,000

Paid-up Capital

1,00,000

Sl. No.	L.F. No.	NAME	TYPE OF SECURITY	FATHER'S NAME	NO. OF EQUITY SHARE	FACE VALUE	ADDRESS
1	1	RAJIV SHARAN	Equity Share	BALWANT SHARAN	500	100.00	SHARANAM, GOKULPATH PATEL NAGAR. PATNA, 800023, BIHAR
2	2	ARTI KUMARI	Equity Share	JAGDEESH PRASAD SINGH	500	100.00	SHARANAM GOKUL PATH. WEST PATEL NAGAR, PATNA, 800023, BIHAR

TOTAL

1,000

FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

FOR STRUCTO ARCH CONSULTANTS PRIVATE LIMITED

For, Structo Arch Consultants Pvt. Ltd.

RAJIV SHARAN
(Managing Director)
DIN : 02352616

ARTI KUMARI
(Director)
DIN : 03199881

Managing Director