

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2016-2017

STAR INDIA CONSTRUCTION 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, 2017.

Financial Highlights

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

Particulars	(Amount in Rupees)	
	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Turnover	76,345,493.00	74,662,234.57
Profit/(Loss) before taxation	6,078,383.86	2,092,555.76
Less: Tax Expense	2,882,844.00	907,412.00
Profit/(Loss) after tax	3,195,539.86	1,185,143.76
Change in Depreciation	-	-
Profit/(Loss) for the year	3,195,539.86	1,185,143.76
Add: Balance B/F from the previous year	11,659,616.78	10,474,473.00
Balance Profit / (Loss) C/F to the next year	14,855,156.64	11,659,616.78

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

Particulars	(Amount in Rupees)	
	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Turnover		
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		

N.A

State of Company's Affairs and Future Outlook

The company is engaged in the business of construction & real estate activities and other allied activities as mentioned in its memorandum of association.

Change in nature of business, if any

There is no change in the nature of business of the Company during the Financial Year 2016-2017.

Dividend

During the F.Y. 2016-17, company has not declared dividend.

Amounts Transferred to Reserves

Since no dividend has been declared, hence no amount has been transferred to reserves during the financial year 2016-2017.

Changes in Share Capital, if any

During the Financial Year 2016-17, there was no change in the Share Capital of the Company.

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Star India Construction Pvt. Ltd.

Director

Disclosure regarding Issue of Equity Shares with Differential Rights

There was no issue of Equity Shares with differential rights in the Financial Year 2016-2017.

Disclosure regarding issue of Employee Stock Options

There was no issue of Employees Stock Options in the Financial Year 2016-2017.

Disclosure regarding issue of Sweat Equity Shares

There was no issue of Sweat Equity Shares in the Financial Year 2016-2017.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2016-17 has been enclosed with this report.

Number of Board Meetings

The Board of Directors of the Company met 06 times during the year on 15/04/2016, 25/06/2016, 07/07/2016, 30/09/2016, 15/12/2016 and 31/03/2017 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 provided loan under section 186 of the Companies Act, 2013 of Rs.7,81,749.00 to related parties during the year.

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 2016-17 in the prescribed format, AOC-2 has been enclosed with the report.

Explanation to Auditor's Remarks

Since there is qualification, reservation, adverse remark or disclaimer made by the statutory auditor in his report, hence there is 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 2016-2017, 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

Star India Construction Pvt. Ltd.

Chairman, Cash Managing Director

Star India Construction Pvt. Ltd.

Director

c) Foreign Exchange Earnings/ Outgo:

Earnings

Outgo

NONE

NONE

Details of Subsidiary, Joint Venture or Associates

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

Risk Management Policy

During the Financial Year 2016-2017, 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 2016-2017. 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	
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	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 2016-2017, the MD/WTD is not in the receipt of any commission from the company and/or receipt of commission / remuneration.

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 is not applicable.

Star India Construction Pvt. Ltd.

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Director

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 F.Y 2016-2017 Statutory Auditors of the company was "M/S SUBODH GOEL & CO. Chartered Accountants, Patna. Existing auditor(s) are M/S SUBODH GOEL & CO. Chartered Accountants and their continuance of appointment and payment of remuneration are to be confirmed in the ensuing Annual General Meeting, for the ensuing financial Year i.e. 2017-2018. Also the name of the existing auditors has been proposed in the Board meeting of the Company.

Star India Construction Pvt. Ltd.

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Director

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, 2017, 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, 2017 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.

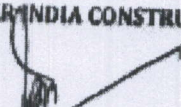
Acknowledgment

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

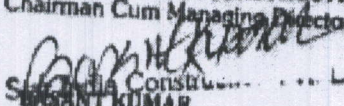
Date: 04/09/2017

Place: Patna

FOR STAR INDIA CONSTRUCTION PRIVATE LIMITED


SHASHI BHUSHAN PRASAD
Star India Construction Pvt. Ltd.
DIN : 01471667

FOR STAR INDIA CONSTRUCTION PRIVATE LIMITED
Chairman Cum Managing Director


SHASHI KUMAR
(Director)
DIN : 02529013

Director

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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 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	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	Ashish Kumar(Son of KMP)
(b) Nature of contracts/arrangements/transactions	Agreement for sale of residential unit
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	49,50,000
(e) Date(s) of approval by the Board, if any	6/16/2016
(f) Amount paid /Received as advances, if any	23,69,453

FOR STAR INDIA CONSTRUCTION PRIVATE LIMITED

Star India Construction Pvt. Ltd

Chairman Cum Managing Director

SHASHI BHUSHAN PRASAD

(Managing Director)

DIN :01471667

FOR STAR INDIA CONSTRUCTION PRIVATE LIMITED

Star India Construction Pvt. Ltd

Director

BASANT KUMAR

(Director)

DIN :02529013

Date:04/09/2017

Place: Patna

DIRECTOR'S REPORT

to the members of

STAR INDIA CONSTRUCTION PRIVATE LIMITED

Form No. MGT-9

EXTRACTS OF ANNUAL GENERAL MEETINGS

as on the financial year ended on 31-03-2017

[Pursuant to section 92(3) of the companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	:	U45201BR1995PTC000600
ii) Registration Date	:	31/07/1995
iii) Name of the company	:	STAR INDIA CONSTRUCTION PRIVATE LIMITED
iv) Category / Sub-Category of the Company	:	Company limited by Shares
v) Address of the registered office and contact details	:	210, ADHARSILA COMPLEX, SOUTH GANDHI MAIDAN PS- GANDHI MAIDAN PATNA BR 800001 IN
vi) Whether listed company :	:	Unlisted
vii) Name address and contact details of Registrar and transfer Agent, if any	:	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	NEC Code of the Product/service	% to total turnover of the company
1	Construction	45	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					
2					
NIL					

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Star India Construction Pvt. Ltd.

Director

(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				
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.):	74,960	62.99	74,960	62.99
3	At the End of the year	74,960	62.99	74,960	62.99

(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				
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.):	40,455	34.00	40,455	34.00
3	At the End of the year	40,455	34.00	40,455	34.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl.No.	For Each of the Directors and KMP	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				
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.):	74,960	62.99	74,960	62.99
3	At the End of the year	74,960	62.99	74,960	62.99

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Star India Construction Pvt. Ltd.

Director

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
(i) Principal Amount				
(ii) Interest due but not paid	878,283.00	1,456,703.00	-	
(iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)				
Change in indebtedness during the financial year	878,283.00	1,456,703.00	-	2,334,986.00
Addition				
Reduction	1,743,257.35	4,290,800.00	-	5,993,257.35
Net Change	1,743,257.35	-	-	1,743,257.35
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid	2,616,640.35	1,456,703.00	-	4,073,343.35
(iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	2,616,640.35	1,456,703.00	-	4,073,343.35

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/WTB/Manager	Total Amount
Gross salary	SHASHI BHUSHAN PRASAD	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,400,000	2,400,000
(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	-	-
Total (A)	-	-
Ceiling as per the Act	-	-

No limit for Private Company

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Star India Construction Pvt. Ltd.

Director

B. Remuneration to other directors:

Particulars of Remuneration	Name Of Directors		Total Amount
	BASANT KUMAR	USHA DEVI	
Independent Directors			
Fee for attending board / committee meetings	-	-	-
Commission	-	-	-
Directors Remuneration	-	-	-
Total (1)	600,000.00	-	-
Other Non-Executive Directors	600,000.00	-	-
Fee for attending board / committee meetings	-	-	600,000.00
Commission	-	-	-
Others, please specify	-	-	-
Total (2)	-	-	-
Total (B)=(1+2)	-	-	-
Total Managerial Remuneration	600,000.00	-	-
Overall Ceiling as per the Act	-	-	600,000.00

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			
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
(c) Profits in lieu of salary under section 17(3) Income-				
Stock Option				
Sweat Equity				
Commission				
as % of Profit				
Others, specify				
Others, please specify				
Total				

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					

Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Star India Construction Pvt. Ltd.

Director

SHARE HOLDING PATTERN (E.g.)
i) Category-wise Share Holding

Star India Construction Pvt. Ltd.
Chairman Cum Managing Director

Director

2) Non Institutions							
a) Bodies Corp.							
i) Indian							
ii) Overseas							
b) Individuals							
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh							
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh							
c) Others (Specify)							
Sub-total (B)(2):-							
Total Public Shareholding							
C. Shares held by Custodian for GDRs & ADRs							
Grand Total (A+B+C)							

(H) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares
1	SHASHI BHUSHAN PRASAD	57,790	48.56%	-	57,790	48.56%	-
2	BASANT KUMAR	2,570	2.16%	-	2,570	2.16%	-
3	USHA DEVI	14,600	12.27%	-	14,600	12.27%	-
	Total	74,960	62.99%		74,960	62.99%	

Star India Construction Pvt. Ltd.

[Signature]
Star India Construction Pvt. Ltd.

Chairman Cum Managing Director

Director