AGR ESTATES PRIVATE LIMITED

CIN NO.- U70102BR2011PTC016798
135/2, HAROON NAGAR SECTOR -2,
PHULWARI SHARIF, PATNA - 801505
Mobile No – 9334288168
e-Mail - ali.zafar.g@gmail.com

DIRECTORS' REPORT

Your Directors have pleasure in presenting their **6TH Annual Report** on the business and operations of the Company and the accounts for the Financial Year ended **March 31, 2016**.

FINANCIAL SUMMARY

(Amount in ₹)

Particulars	2015-16	2014-2015
Gross Income	62,52,740.00	92,34,043.00
Profit Before Interest and Depreciation	1,85,216.07	1,08,855.55
Finance Charges	NIL	NIL
Gross Profit	NIL	NIL
Provision for Depreciation	4,343.00	6,106.00
Net Profit Before Tax	1,80,873.07	1,02,749.55
Provision for Tax	18,643.00	19,579.00
Deferred Tax	698.00	859.00
Net Profit After Tax	1,62,928.07	84,029.55
Balance of Profit brought forward	1,66,074.06	82,044.51
Balance available for appropriation	3,29,002.13	84,029.55
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Surplus carried to Balance Sheet	1,62,928.07	84,029.55

FINANCIAL HIGHLIGHTS AND OPERATION

The Key highlights pertaining to the business of the company for the year 2015-16 and period subsequent there to have been given hereunder: -

- Gross Revenue of the Company is ₹ 62,52,740.00.

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INDUSTRY SCENARIO AND STATE OF COMPANY'S AFFAIRS

Your company is a private company engaged, inter-alia, in the area of Construction. Its headquartered is at 135/2, HAROON NAGAR SECTOR -2, PHULWARI SHARIF, PATNA - 801505, India and does not own and operates any subsidiary company.

CHANGE IN THE NATURE OF BUSINESS

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

DIVIDEND

Company has earned profit and to strengthen the financial position of the Company, your Directors have decided not to recommend dividend for the period under review.

RESERVES

Your Directors propose to carry ₹ 1,62,928.07, being the profit for the current year to the Balance Sheet during the financial year ended March 31, 2016.

CHANGE OF NAME

The Company has not changed its name.

CAPITAL STRUCTURE

There is no change in the authorized and paid up share capital of the company during the year.

The Authorized Share Capital of the Company is ₹ 5,00,000/- (Rupees Five Lacs only) divided into 50,000 (Fifty Thousand) equity shares of ₹ 10/- each.

The Paid up share capital of the Company is ₹ 1,50,000/- (Rupees One Lacs Fifty Thousand only) divided into 15,000 (Fifteen Thousand) equity shares of ₹ 10/- each.

ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued shares with differential rights.

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ISSUE OF SWEAT EQUITY SHARE

The company under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity share.

CHANGES IN DIRECTORS

There is no change during the financial year in the composition of the Board of Directors of the company.

Sl. No.	NAME of Director	DIN	**Designation**	**Date of Appointment**	**Date of Resignation**
1.	ALI ZAFAR GHAZALI	03487292	Managing Director	01/04/2011	
2.	TABREZ ASDAQUE	03487307	Director	01/04/2011	
3.	KAFEEL AKHTAR RIZVI	03487481	Director	01/04/2011	

DECLARATION BY THE INDEPEDNENT 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 is 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

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

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None of the employee of your company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of one crore and two lakh rupees or more or if employed for the part of the financial year was in receipt of remuneration of eight Lakh and fifty thousand rupees per month and hence Annexure IV is not required

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met five (5**) times** during the **year ending as on 31st March 2016 on 07/04/2015, 08/07/2015, 13/11/2015, 25/08/2015 and 05/02/2016** 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.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. Not required for unlisted companies.

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

There is no subsidiary Company.

PARTICULARS OF THE LOAN TAKEN BY THE DIRECTOR /MEMBER/ RELATIVE OF DIRECTOR

None of the Director /member/ relative of director has taken any loan from company during the year.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES

Not Applicable to this Company.

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CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Accounting Standard (AS-21), Consolidated Financial Statements not required for us.

STATUTORY AUDITORS

M/S S S Quadri & Co Chartered Accountants having Firm Registration No-014432C as Statutory Auditors of the Company. The company has received a certificate from the statutory auditors to the effect that their re-appointment if made would be within the prescribed limits. The statutory auditors have also confirmed that they hold valid certificate issued by the "Peer Review Board" from Institute of Charted Accountant of India.

AUDITORS' REPORT

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

DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

SECRETARIAL AUDIT REPORT

The requirement of obtaining a Secretarial Audit Report from the practicing company secretary is **not** applicable to the Company. So **Annexure VII** is not required**.**

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.

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ISSUE OF EMPLOYEE STOCK OPTIONS

The Board of directors, shall, inter alia, disclose in the Directors' Report for the year, the details as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014, **not** applicable to the Company.

RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy

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

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate 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 LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the company has not has not advanced loans or has given guarantees or made investments under section 186 of the Companies Act, 2013

The particulars of Loans, guarantees or investments made under Section 186 are furnished hereunder: -

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DETAILS OF LOANS:

SL No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
	NIL								

DETAILS OF INVESTMENTS:

SL No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
	NIL						

DETAILS OF GUARANTEE/SECURITY PROVIDED:

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
	NIL						

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES

Your Company has entered into transactions with the related parties, which are in its ordinary course of business and are carried out on an arm's length basis and hence the provisions of Section 188 are not applicable.

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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 arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. As **Annexure II** (Format enclosed).

DEPOSITS:

1. covered under Chapter V of the act:

(i) Deposits Accepted during the year : Nil

(ii) Remained unpaid or unclaimed as at the end of the year : Nil

(iii) 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;
b. Maximum during the year;
c. At the end of the year;

2. The details of deposits which are not in compliance with the requirements of Chapter.

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

Information in accordance with the provisions of Section 134 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, and technology absorption does not apply to your Company.

(i)	the steps taken or impact on conservation of energy	NIL
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	

TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	

(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

FOREIGN EXCHANGE EARNINGS & OUTGO

Value of Imports : -NIL

Expenditure in Foreign Currency : - NIL

Value of Imported Raw Material : -NIL

Foreign Exchange Earnings during the year : -NIL

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.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards have 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 at the end of the financial year and of the **profit** 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; and

(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.

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.

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).

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EXTRACT OF ANNUAL RETURN

The extract of the annual return in Form MGT-9 is annexed as **ANNEXURE- 1** and forms part of this report.

ACKNOWLEDGEMENT

Your Directors' wishes to place on record its sincere thanks to all the Customers, Suppliers, Bankers and Central and State Government Authorities for extending support to your Company. The Board also places on record its sincere appreciation of the contribution made by all the stakeholders for placing their faith and trust on the Board.

For **AGR ESTATES PRIVATE LIMITED**

Ali Zafar Ghazali

Tabrez Asdaque

(ALI ZAFAR GHAZALI)
Managing Director,
DIN 03487292
Add:- 135/2, HAROON NAGAR SECTOR -2,
PHULWARI SHARIF, PATNA - 801505

DATE: 26/08/2016

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Annexure I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

REGISTRATION & OTHER DETAILS:

1.	CIN	U70102BR2011PTC016798
2.	Registration Date	01/04/2011
3.	Name of the Company	AGR ESTATES PRIVATE LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
5.	Address of the Registered office & contact details	135/2, HAROON NAGAR SECTOR -2, PHULWARI SHARIF, PATNA - 801505 Mobile No – 9334288168
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	REGISTRAR OF COMPANIES, BIHAR

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	CONSTRUCTION	4100	100%

SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	NIL	15000	15000	100%	NIL	15000	15000	100%	NIL
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									

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f) Any other									
Total shareholding of Promoter (A)	NIL	15000	15000	100%	NIL	15000	15000	100%	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital									

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Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									

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Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	NIL	15000	15000	100%	NIL	15000	15000	100%	NIL

SHAREHOLDING OF PROMOTER:-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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	ALI ZAFAR GHAZALI	5000	33.33%	NIL	5000	33.33%	NIL	NIL
2	TABREZ ASDAQUE	5000	33.33%	NIL	5000	33.33%	NIL	NIL
3	KAFEEL AKHTAR RIZVI	5000	33.34%	NIL	5000	33.34%	NIL	NIL
	TOTAL	**15000**	**100%**		**15000**	**100%**		

CHANGE IN PROMOTERS SHAREHOLDING

(please specify, if there is no change)

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SN	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
	At the beginning of the year	15000	100%	15000	100%
	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			
	At the end of the year	15000	100%	15000	100%

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	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
	At the beginning of the year	NIL			
	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			
	At the end of the year	NIL			

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SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

SN	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year	15000	100%	15000	100%
	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			
	At the end of the year	15000	100%	15000	100%

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		78,46,414.00		78,46,414.00
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		78,46,414.00		78,46,414.00
Change in Indebtedness during the financial year				
* Addition				
* Reduction		4,92,320.00		4,92,320.00
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount		73,54,094.00		73,54,094.00

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ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		73,54,094.00		73,54,094.00

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		ALI ZAFAR GHAZALI	TABREZ ASDAQUE	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	3,60,000			7,20,000
	(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					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify…					
5	Others, please specify					
	Total (A)	3,60,000	3,60,000			7,20,000

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	Ceiling as per the Act					

Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	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					

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(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				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	Others, specify…				

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5	Others, please specify				
	Total				

PENALTIES / PUNISHMENT/ COMPOUNDING OF FFENCES:

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					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

AGR ESTATES PRIVATE LIMITED

CIN NO.- U70102BR2011PTC016798
135/2, HAROON NAGAR SECTOR -2,
PHULWARI SHARIF, PATNA - 801505
Mobile No – 9334288168
e-Mail - ali.zafar.g@gmail.com

Annexure - II

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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

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2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

Form shall be signed by the people who have signed the Board's Report.