ADARSH REALTY AND HOTELS PRIVATE LIMITED

2/4, Langford Gardens, Richmond Town, Bengaluru - 560 025. India. Ph : 91-80-41343400 | E-mail: corporate@adarshdevelopers.com CIN-U70101KA1996PTC021038

BOARD'S REPORT

To The Members

Your Directors hereby present the Twenty Eighth Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your Company for the Financial Year ended, 31st March, 2024.

1. FINANCIAL/ OPERATIONAL HIGHLIGHTS

Your Company's financial highlights for the year ended March 31, 2024, are summarized below:

(Amount, in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Total Revenue	21770.46	34,186.07
Less: Total Expenses	31620.70	25,661.31
Expenses Transfer to WIP		
Profit before exceptional and extraordinary items and tax	(9850.24)	8,524.76
Profit Before Tax	(9850.24)	8,524.76
Less: Tax Expenses Current Tax Deferred Tax Prior Income Tax	65.64	(7,015.59)
Profit/(Loss) after tax	(9915.88)	15,540.36

2. STATE OF COMPANIES AFFAIRS & FUTURE OUTLOOK

Your Company is involved in the business of building, owning, managing, consulting, maintain and running of: Layouts, houses, farmhouses, villas, bungalows, cottages, sheds, condominiums, residential apartments, service apartments, flats of all types and descriptions, trade centers, infrastructure projects, technology parks, processing zones, tech centers, utility projects, community centers, warehouse, theme cottages, corporate offices, communication facilities, entertainment centers, multiplex, drive-in-theaters, theme parks, video parlours, bowling alleys, water sports, restaurants, hotels and hostels.

The Company has incurred a loss of Rs. 9915.88/- (Amount in Lakhs) as compared to the previous year's net profit of Rs. 15,540.36/- (Amount in Lakhs) and total revenue of Rs. 21770.46/- (Amount in Lakhs) for the Current financial Year as compared to the previous financial year's revenue of Rs. 34,186.07/- (Amount in Lakhs). There was no change in the nature of business of the company.

The Directors of the Company are hopeful of better performance in the years to come.

3. TRANSFER TO RESERVES

The Board does not recommend any amount to be transferred to General Reserves for this Financial Year.

4. DIVIDEND

The Company has not declared any dividend for the financial year ended 31.03.2024

5. MEETINGS

The Company conducted 17 board meetings during the Financial Year 2023-24 in adherence with Section - 173 of the Companies Act, 2013.

6. AUDITORS

Due to the casual vacancy caused by the M/s ABS & Co. Chartered Accountants on 29th February, 2024, M/s. Vasanth & Co., Chartered Accountants, FRN: - 008204S, were appointed as statutory auditors of the company on 22nd March, 2024 for the financial year 2023-24 to hold office till the conclusion of Annual General Meeting to be held for the financial year to be ended on 31st March, 2024.

In view of the same the Board of Directors has decided to re-appoint M/s. Vasanth & Co., Chartered Accountants, FRN: -008204S as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e., from the conclusion of 28th Annual General Meeting till the conclusion of the 33nd Annual General Meeting of the Company. Further, the Company has received consent and eligibility certificate from M/s. Vasanth & Co., Chartered Accountants, Bangalore (FRN: 008204S), to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

The Company has received a certificate from the above Auditors to the effect that their appointment is in the accordance with the provisions of Section 141 of the Companies Act, 2013.

The Company, being a Private Limited Company and as per the provisions of Section 138 of Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 it was required to appoint Internal Auditors for the financial year and the company has appointed Internal Auditor for the financial year.

The Company, being a Private Limited Company and as per the provisions of Section 204 of Companies Act, 2013 it was not required to appoint Secretarial Auditors for the financial year.

7. Share Capital

The Authorized Capital of the Company at the end of the Financial Year is Rs. 1,50,00,00,000/- (Rs. One Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores Equity Shares of Rs. 10/- (Ten Only) each.

And on the end of Financial Year the Paid up capital of the Company is Rs. 1,50,00,00,000/- (Rs. One Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores Equity Shares of Rs. 10/- (Ten Only) each.

There is no change in share capital of the company during the financial year under review.

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The company under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 [Chapter IV] has not issued any shares with Differential Rights.

8. AUDITOR'S REPORT FOR FINANCIAL YEAR 2023-24

The Auditor's Report and notes forming part of the accounts are self-explanatory.

9. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS AUDIT REPORT

The Auditor's Report and notes forming part of the accounts are self-explanatory.

10. EXTRACT OF THE ANNUAL RETURN

Pursuant to amendment in section 92 (3) of the Companies Act, 2013 on 28th August 2020 the Company is not required to upload the Annual Return as it does not have its website.

Pursuant to amendment in Rule 12 of the Companies (Management and Administration) Rules, 2014 on 05th March 2021, extract of Annual Return in MGT 9 is not required to be attached to the Directors Report.

12. PUBLIC DEPOSITS

The Company has not accepted any deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and Rules made there under

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION & EMPLOYEES.

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company as our Company is a Private Limited Company.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of the loans, Guarantees or investments made by the Company forms part of the notes to Financial Statements. The Company being involved in providing infrastructural facilities read with point number 5 (b) of Schedule VI of Companies Act, 2013, the provisions of Section 186 are not applicable.

15. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year ended 31st March, 2024 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. However, the disclosure of transactions with related party for the year, as per Ind AS 24 - Related Party Disclosures is given in Notes to the Balance Sheet as on 31st March, 2024.

16. MATERIAL CHANGES AND COMMITMENTS

There have been no adverse material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future as on the date of preparation of report.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows;

	A. CONSERVATION OF ENERGY					
SL.	PARTICULARS	REMARKS				
NO.						
1	the steps taken or impact on conservation of energy The Company has adopted such techniques ensure maximum conservation of energy					
2	the steps taken by the company for utilizing alternate sources of energy	It makes timely maintenance of accessories used in providing services to make optimum utilization of electricity.				
3	the capital investment on energy conservation equipments;	No capital investment been made of conservation of equipment				

	B. TECHNOLOGY ABSORPTION					
SL.NO	PARTICULARS	REMARKS				
1	The efforts made towards technology	The Company is conscious towards technology				
	absorption	absorption and adequate measures have been				
		taken to conserve energy.				
2	The benefits derived like product	Cost Reduction				
	improvement, cost reduction, product					
	development or import substitution;					
3	In case of imported technology	NA				
	(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;					
	© Whether the technology been fully					
	absorbed					
	(d) if not fully absorbed, areas where					
	absorption has not taken place, and the					
	reasons thereof; and					
4	The expenditure incurred on Research	NA				
	and Development					
	C EODELON DVOILANCE DA	DMINGS AND OVERS				
	C. <u>FOREIGN EXCHANGE EA</u>	RIVINGS AND OUTGO				
SL.NO	PARTICULARS	REMARKS				
1	The Foreign Exchange earned in terms					
]	inflows during the year					
2	The Foreign Exchange outgo during th	e year in Nil				
	terms of actual outflows					

19. RISK MANAGEMENT POLICY

The Company has a robust Enterprise Risk Management framework to identify and evaluate business risk opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk policy defines the risk management approach across the enterprise at various levels, including documentation and reporting. The model has different modes that help in identifying risk trends, exposure and potential impact analysis at a company level and also separately for different business segments. The Company has identified various risks and also has mitigation plans for each identified risk.

20. COMPOSITION OF THE BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The composition of the board of directors and key managerial personnel (KMP) is as follows:

Current members on the Board of Directorship and KMP:

Sl. No.	Name of the Director	Designation	Change in designation, if any	Date of change in designation, if any
1	Mr. B.M. Jayeshankar	Managing Director	NA	NA
2	Mr. B.M. Karunesh	Director	NA	NA
3	Mrs. Sudha Shanker	Director	NA	NA
4	Ms. S Anika Mercylin	Company Secretary	NA	NA

The Company was not required to appoint Independent Directors.

The Company was not required to appoint any other Whole Time Key Managerial Personnel as the Company is a Private Limited Company as per the provisions of Section 203 of The Companies Act, 2013.

21. CHANGES IN THE NATURE OF BUSINESS, IF ANY

No Change in the nature of the business of the Company

22. CHANGES IN DIRECTORSHIP OF DIRECTORS OR KMPS

There has been no change in the directorship of directors.

23. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Not applicable to the Company since the Company does not have any Subsidiary, Joint Venture or Associate Company.

24. COMPANIES / BODY CORPORATES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THIS FINANCIAL YEAR

The Company does not have any Subsidiary, Joint Venture or Associate Company during this financial Year.

25. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its Business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of the reliable financial disclosures.

26. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees was not required as the Company does not fit into the criteria provided for the same.

27. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 READ WITH THE RULES

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year Company has not received any complaint of harassment and no cases are pending for the period under review.

28. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no frauds reported by the Auditors.

29. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- 1. In preparation of the Annual Accounts for the financial year ended 31st March 2024, the applicable Accounting Standards have been followed along with proper explanation to material departures;
- 2. The Directors have 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 or loss of the Company, for that period.
- 3. The Directors have 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.
- 4. The Directors have prepared the Annual Accounts on a going concern basis.
- 5. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Not Applicable

31, CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company, does fulfill the criteria of Corporate Social responsibility, however it is not required to spend the amount as the average net profits of the company made during the three immediately preceding financial years is negative. The Company has already constituted the CSR Committee and also has a policy as CSR provisions were applicable to in earlier years.

The Company during the financial year has spent the amount on CSR pertaining to the financial year 2020 -21 and therefore the details of the same are attached in ANNEXURE A.

32, COST RECORDS AND COST AUDIT

As per the Cost Audit Rules, cost audit or maintenance of cost records is not applicable to the Company's any products/ business of the Company for F.Y. 2032-24.

33. COMPLIANCE WITH SECRETARIAL STANDARDS

The company has complied with the applicable secretarial standards.

34. COMMITTEES OF THE BOARD

The details of composition of the Committees of the Board of Directors are as under: -

- a. Audit Committee: The Company being a Private Limited Company the Audit Committee is not required to be constituted.
- b. Nomination & Remuneration Committee: The Company being a Private Limited Company the Nomination & Remuneration Committee is not required to be constituted.
- c. Corporate Social Responsibility Committee (CSR Committee): The Company has constituted the CSR Committee.
- d. Stakeholders Relationship Committee: The Company was not required to constitute the Stakeholders Relationship Committee as the number of shareholders during the financial year were less than 1000.

33. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year, there have been no applications made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year along with their status as of the end of the financial year.

34. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Not Applicable

35. ACKNOWLEDGEMENT

Your directors take this opportunity to offer their sincere gratitude to the various Departments of Central and State Government, Banks, Customers and Suppliers for their continued and valuable support and also sincerely acknowledge and appreciate the dedicated efforts of the officers and workers of Company at all levels.

By the order of the Board of Directors

No. 2/4, Lassford Serden Drhased Town Bangelose-25

(B. M. Jayeshankar) Managing Director DIN: 00745118

New No. 6, Old No. 245, 18th Cross, Sadashivanagar, Bangalore- 560080

No. 2/4, Langlard Gorden Con Richmond Toron Bongalore-25

B. M. Karunesh) Director

DIN: 00693174

Villa No. 46, Phase I, Adarsh Palm Meadows, Varthur Road, Whitefiled, Ramagondanahalli, Bangalore- 560066

Place: Bangalore Date: 04.09.2024

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	DP ID	
I/We, being the member(s) of	shares of the above named compan	y. Hereby appoint
Name:	E-mail Id:	
Address:	•	
Signature, or failing him		
Name:	E-mail Id:	
Address:		
Signature, or failing him		
Name:	E-mail Id:	
Address:	·	
Signature, or failing him		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting, to be held on Monday, September 30, 2024 at shorter notice at the Registered Office of the Company at No. 2/4, Langford Garden, Richmond Town, Bengaluru 560025 at 11:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl.	Resolution(S)		Vote	
No.	•	For	Against	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2024, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.			
2	To appoint M/s. Vasanth & Co., Chartered Accountants as the Statutory Auditors of the Company			

			Affix
Signed this	2024		Revenue
Signature of Shareholder	Signature of Proxy holder	Signature of the shareholder	Stamps
		across Revenue Stamp	

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting on Monday, September 30, 2024 at 11:00 a.m.

Full name of the members attending(In block capitals)	
Ledger Folio No./Client ID No.	No. of shares held:
Name of Proxy	• •
I hereby record my presence at the Annual General Meeting held on Monday, September 30, 2024 at 11:00 a.m. at sh Company at No. 2/4, Langford Garden, Richmond Town, Be	norter Notice at the Registered Office of the
	(Member's /Proxy's Signature)
Note:	
1) Members are requested to bring their copies of the Annu will not be available.	nal Report to the meeting, since further copies
2) The Proxy, to be effective should be deposited at the Re FORTY-EIGHT HOURS before the commencement of the	
3) A Proxy need not be a member of the Company.	
4) In the case of joint holders, the vote of the senior who to shall be accepted to the exclusion of the vote of the other join order in which the names stand in the Register of Members.	nt holders. Seniority shall be determined by the
5) The submission by a member of this form of proxy will n person and voting at the meeting.	ot preclude such member from attending in

ANNEXURE A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH 2024

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company.

Adarsh Realty and Hotels Private Limited herein referred to as ("The Company") main objective of CSR policy is to make CSR a key business process for sustainable development of the society.

2. Composition of CSR Committee:

S. No	Name of Director D	Designation/Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attending during the year	
1	Mr. B M Jayeshankar	Managing Director	1	1	
2	Mr. B M Karunesh	Director	1	1	
3	Ms. Sudha Shanker	Director	1	1	

- 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.: Company does not have website.
- 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. **Not Applicable**
- 5.
 - (a) Average net profit of the company as per section 135(5): Rs. (37,97,59,335)/-
 - (b) Two percent of average net profit of the company as per section 135(5): Rs. Nil/-
 - (c)Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable
 - (d) Amount required to be set off for the financial year, if any Nil
 - (e) Total CSR obligation for the financial year (a+b-c): Rs. Nil/-
- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):
 - (b) Amount spent in Administrative Overheads: Nil
 - (c) Amount spent on Impact Assessment, if applicable.: Nil
 - (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: NIL
 - (e) CSR amount spent or unspent for the Financial Year: NIL

Total Amount Spent for the Financial Year. (in Rs. Mn)	······································					
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).			
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer	
	_	-	••	Nil		

(f) Excess amount for set-off, if any: Not applicable

Sr. No.	Particular	Amount (in Rs.)
1	Two percent of average net profit of the company as per subsection (5) of section 135	
2	Total amount spent for the Financial Year	
3	Excess amount spent for the Financial Year [(ii)-(i)]	
4	Surplus arising out of the CSR projects or programmes or activities of the previousFinancial Years, if any	
5	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

SI. N o	nancial Yea r(s)	erred to Unspe nt CSRAccount u nder sub- section (R	pent in the Fina ncial Year (in Rs)	transferred to	in succeeding Fin ancial Years(in R s)	ncy, ifany
					Amou Dat nt(in e Rs) ofTr ansf er		
1	20-21	Nil	Nil	Nil	Nil -	1,72,58,840/-	
2	21-22	Nil	Nil	Nil	Nil -		

3	22-23	Nil	Nil	25,00,00 0	Nil	-	1,47,58,840/-	
4	23-24	Nil	Nil	1,47,58, 840	Nil	-	·	

The company has spent Rs. 1,47,58,840 during the financial year 23-24 and there is no amount pending to be spent for the financial year 20-21.

Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property orasset(s) [including complete addr ess and location of theproperty]	erty or asset(s)	Date ofcre ation	Amou ntof CSR amou ntspe nt	Details of entity/ Authority/ beneficiary of the regist ered owner		
					CSR Registration no,, if applicable	Name	Reg iste red Add ress

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.

The Company is not required to spend the amount as the average net profits of the company made during the three immediately preceding financial years is negative

For Adarsh Realty and Hotels Private Limited

Langulord Garden

B.M. Jayeshankar Managing Director

DIN: 00745118

Address :New No. 6 (Old No. 245) 18th Cross

Sadashivanagar, Bangalore -560080

B. M. Karunesh

Director

DIN: 00693174

Address: Villa No. 46, Phase I, Adarsh Palm Meadows, Varthur

Road, Whitefiled,

Ramagondanahalli, Bangalore-

560066