
Directors Report

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the... First/Second..... Annual Report of our Company.....Ltd ("the Company") together with the Audited Statement of Accounts for the year ended March 31, 20XX.

Highlights of Financial Performance

The Company has recorded the following financial performance, for the year ended March 31, 20XX:

Particulars	Year Ended 31st March, 20XX	Year Ended 31st March, 20XX
Total Income		
Profit Before Interest, Depreciation & Tax (EBITDA)		
Finance Charges		
Depreciation		
Provision for Income Tax		
Profit/(Loss) After Tax		
Transferred to General Reserve		
Closing Balance		

Summary of Operations

In Case of Profit

- During the year, the net revenue from operations of your Company increased by ____%, from Rs ____ Crores to Rs. ____ Crores.
- The Company's profit after tax stood at Rs. ____ crore vis-à-vis Rs. ____ crore in the previous year, registering a growth of ____%.

In Case of Loss

- During the year, the net revenue from operations of your Company decreased by ____%, from Rs ____ Crores to Rs. ____ Crores due to _____.
- The Company's recorded a loss of Rs.____ in the financial year ended 31st March, 20XX.

In Case of No Activity

- During the year, the company did not commence any operations. Hence, the company has not recorded any revenue.
- The company has charged an amount of Rs._____ to the profit & loss account as expenses which was for setting up of the business.

State of Affairs

The Company is engaged in the business of:

- Business Activity 1
- Business Activity 2

There has been no change in the business of the Company during the financial year ended 31st March, 20XX.

Dividends

In case Dividends were Declared

Your Directors are pleased to recommend a dividend of Rs.XXX per share for the current financial year. The dividend if approved and declared in the forthcoming Annual General Meeting would result a Dividend outflow of Rs. XX and dividend Distribution Tax of Rs. XX aggregating a total outflow of Rs. XXXX..

In case Dividends were Not Declared

- No dividend was declared for the current financial year due to conservation of profits and continued investment in the business.
- No dividend were declared for the current financial year due to loss incurred by the company.

Internal Financial Control

The Company has in place adequate internal financial control with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was noticed.

Directors & Key Managerial Personnel (KMP)

There has been no change in the constitution of Board of Directors during the year under review i.e. the structure of the Board remains the same.

In Case of Changes to Board of Directors

The following changes have been made to the Board of Directors of the Company during the year:

S.No	Name	Designation	Appointment or Resignation	Appointment Date or Resignation Date

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

Meeting of Board of Directors

A total of XX Board Meetings were held during the financial year ended 31st March 20XX. The maximum gap between any two Board Meetings was less than one 120 days. The names of members of the Board, their attendance at the Board Meetings are as under:

Name of Directors	Number of Meetings Attended/ Total Meetings Held

Ms._____	XX / XX
Ms._____	XX / XX

Board's Comment on Auditor's Report

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self explanatory and do not call for any further comment.

In case of Adverse Remark or Qualified Report

(Explanation or comment by the Board on every qualification, reservation, adverse remark or disclaimer made by the statutory auditor in his report and/or by the secretarial auditor in the secretarial Audit Report).

Statutory Auditors

The Auditors, M/s._____, Chartered Accountants, Firm Registration No. _____, hold office until the conclusion of this Annual General Meeting. The Directors recommended that M/s._____, Chartered Accountants, Firm Registration No. _____, be ratified as the Statutory Auditors of the Company at the forthcoming Annual General Meeting of the Company to hold office till the conclusion of the next Annual General Meeting of the Company.

Loans and Investment

The Company has not made any investment, given guarantee and securities during the year under review. There for no need to comply with provisions of Section 186 of Companies Act, 2013.

In case Company has Made Loans and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Extract of Annual Return

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 20XX is annexed and forms part of this report.

Related Party Transactions

All related party transactions that were entered into during the financial year ended 31st March, 20XX 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.

Also, 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 Accounting Standard-18 Related Party Disclosures is given in Note no 24 to the Balance Sheet as on 31st March, 20XX.

In case of existence of related party transactions

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March, 20XX is attached in prescribed Form AOC-2 and forms part of this report.

Foreign Exchange Earnings and Outgo

The company had a total foreign exchange earnings and outgo as provided below during the year ended 31st, March 20XX:

Foreign Exchange Earnings	Amount in INR
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Foreign Exchange Outgo	Amount in INR
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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.

Deposits

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

Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

In case of any material changes or financial occurrences

The following material changes and commitment occurred during the year under review affecting the financial position of the Company.

- **Material Change 1:**
- **Material Change 2:**

Significant and Material Orders Passed by Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

In case any orders were passes

The details of a significant material order passed by the Hon'ble High Court which may impact the going concern status of the Company and its future operations is provided in Annexure and forms part of this report.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR Committee) of the Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

During the year, the Company spent an amount of Rs.XXXX identified as CSR activities. The Annual Report on CSR activities is enclosed as per prescribed format as Annexure and forms part of this report.

Safe & Conducive Workplace

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Directors Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

1. In the preparation of the annual accounts for the year ended March 31, 20XX, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
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 as at March 31, 20XX and of the profit of the Company for the year ended on that date.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the 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 Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

Acknowledgement

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the customers, employees, banks, Government authorities, vendors and members during the year under review.

For and on behalf of the Board

(SEAL AND SIGNATURE OF CHAIRMAN)

Date:

Place: