

NOTICE

To
All shareholders
A & M FEBCON PRIVATE LIMITED

NOTICE is hereby given that an Annual General Meeting of Shareholders of company will be held on Wednesday, 30th September, 2015 at 10:30 A.M. at the registered office of company situated at A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedbad Gujarat-380008 to transact the following businesses.

ORDINARY BUSINESS:

- 1) To consider, receive and adopt audited balance sheet as on 31st March, 2015 and profit and loss statement for the year ended on that date together with the report of Board of Directors and Auditor thereon.
- 2) To appoint Auditors and to fix their remunerations,

RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time M/s. Anil Patel & Associates, Chartered Accountants (M No. : 12178), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2019-20 subject to ratification of their appointment at every Annual General Meeting at such remuneration for the purpose of audit to be fixed by the Board of Directors of the Company in consultation with the Auditors.

**By Order Of the Board
A & M FEBCON PRIVATE LIMITED**

Zalak P. Parikh

**Director
(ZALAK PURVESH PARIKH)
(DIN- 06532019)**

**Dated: 03/09/2015
Place: Ahmedabad**

Note: The member entitled to attend and vote at the meeting are entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not to be a member of company. The proxy to be valid must reach at the registered office of company at least 48 hours before the date of meeting.

DIRECTOR'S REPORT

Your Directors have pleasure to present their report together with the Audited Accounts for the financial year ended **31st March 2015**.

1. Financial Performance:

The financial performance of the Company for the year ended 31st March, 2015 is summarized as under:

Particulars	2014-15	2013-14
Total revenue	52239810	29489752
Profit Before Tax	473490	86016
Profit After Tax	431967	56627

Your directors are optimistic for better performance in the coming year due to better market conditions.

2. Subsidiaries, Joint Ventures and Associate Companies

The Company doesn't have any subsidiary or joint venture companies.

3. Directors and Key Managerial Personnel:

There was no change in the management of the company.

4. Particulars of employees:

Statement of particulars of employees pursuant to the provisions of section 197 (12) of the Act and relevant rules has not been annexed to this report as the company did not employ any employee during the year therefore for the time being this provision was not applicable to the Company.

5. Dividends:

In order to conserve resources, your Directors do not propose to recommend any dividend for the year under consideration.

6. Material Changes between the date of the Board report and end of financial year.

There have been no material changes and commitments, if any, 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.

7. Finance Accounts:

- a. Unless otherwise stated the Accounts of the Company have been drawn up on Accrual Basis and under historical cost convention.
- b. These financial statements have been prepared to comply with the generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

8. Particulars Of Contracts Or Arrangements Made With Related Parties:

All related party transactions that were entered into during the financial year were on Arm's Length basis and were in the Ordinary Course of business. There were no materiality significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Since all related party transactions entered into by the Company were in Ordinary Course of business and were also on Arm's Length basis, form AOC-2 is not applicable to the Company.

9. Statutory Auditors:

The Company's Auditors Anil Patel of M/s Anil Patel and associates, Chartered Accountants (M No. 12178), will hold office until the conclusion of the subsequent 6TH Annual General Meeting subject to ratification of his appointment at every Annual General Meeting till subsequent 6TH Annual General Meeting and have confirmed their eligibility and willingness to accept office, if their appointment is ratified.

10. Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure And is attached to this Report.

11. Increase in Authorised capital

During the year under review, the authorised capital of the company has increased from existing Rs. 100,000/- divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 9,000,000/- divided into 9,00,000 Equity Shares of Rs. 10/- each by creation of additional 8,90,000 Equity Shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company w.e.f. 15/11/2014.

12. Allotment Of Equity Share

During the year under review company issued 8,90,000 Equity Shares of Rs.10/- each against conversion of unsecured loan i.e. 16/12/2014.

13. Risk Management Policy:

The Company has framework for managing its risk. It has led down detail procedure to inform Board member about the Risk assessment and Minimization Procedure. The Company has made the policy in this regard and the same is reviewed periodically to ensure the management control risk through means of proper define framework.

14. Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are:

Conservation of Energy-

The Company is on a continuous basis striving to achieve economy in consumption of energy by optimizing the consumption of power and fuel.

Technology absorption & Foreign Exchange Earnings And Outgo-

The Company has no activities relating to technology absorption and Foreign Exchange Earnings and Outgo

15. Change In The Nature Of Business :

There is no change in the nature of the business of the company.

16. Directors' responsibility statement as per section 134 (5) of companies act, 2013:

It is hereby stated that:

- a) That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) That the Directors have selected such accounting policies & 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 profit and loss account for the year ended 31st March, 2015.
- c) That the Directors have 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) That the Directors have prepared the annual accounts on a going concern basis.

- e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
- f) Those proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

17. Number of board meetings of the board:

The Board met 6 times during the year and the intervening gap was within the period prescribed under the companies Act, 2013.

18. Company's Policy Relating To Directors Appointment, Payment Of Remuneration And Discharge Of Their Duties

- a. The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.
- b. Disclosure Of Composition Of Audit Committee And Providing Vigil Mechanism
- c. The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

19. Other Disclosures:

The Company has not entered into few transactions and hence no disclosure is required. The list of such transactions is as under:

- The Company has not granted any loan or provided any guarantee or made any investment exceeds the limit specifies in section 186(2) of the Companies Act, 2013. Hence no approval from the shareholders in this regard is required.
- Your Company has not invited/ accepted any Fixed Deposits under the provisions of section 73 of the Companies Act, 2013 and the Rules made there under.
- 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.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.
- The Company is not required to get its cost records audited for the financial year 2014-15.

- The Company has not transferred any amount to reserves
- None of the directors are disqualified under section 164 of Companies Act, 2013.
- The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

20. Acknowledgement:

The Board wishes to place on record its gratitude for the co-operation and assistance extended by the Bankers, Departments of State Governments. We on behalf of the Company assure the shareholders that company will make every effort to meet their aspirations.

For & on Behalf of Board of Directors
A & M FEBCON PRIVATE LIMITED

Dated: 03/09/2015
Place: Ahmedabad

Ilaben V. Parikh

Ilaben Vishnubhai Parikh
Director
DIN: 06532019

Zalak P. Parikh

Zalak Parikh
Director
DIN: 06545622

Annexure to Directors' Report

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2015**

[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	U28113GJ2013PTC075662
ii)	Registration Date	18/06/2013
iii)	Name of the Company	A & M FEBCON PRIVATE LIMITED
iv)	Category/Sub-category of the Company	PRIVATE COMPANY/ LIMITED BY SHARES
v)	Address of the Registered office & contact details	A-2, HIRA ANAND TOWER, GORDHANWADI TEKARA, KANKARIA, AHMEDABAD, GUJARAT – 380008, India.
vi)	Whether listed company	No
vii)	Name, Address & contact details of the Registrar & 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	NIC Code of the Product/ service	% to total turnover of the company
1	MANUFACTURE OF FABRICATED METAL PRODUCTS, EXCEPT MACHINERY AND EQUIPMENTS	28	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
NA					

i) Category-wise Share Holding

[illegible]