

# **MANAS PROPERTIES PRIVATE LIMITED**

**Regd. Office Address:** 10<sup>th</sup> Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400 058.

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE **MANAS PROPERTIES PRIVATE LIMITED** WILL BE HELD ON **TUESDAY THE 30<sup>TH</sup> SEPTEMBER, 2014 AT 04.00 P.M.** AT THE **REGISTERED OFFICE** OF THE COMPANY SITUATED AT **10<sup>TH</sup> FLOOR, DEV PLAZA, OPP. ANDHERI FIRE STATION, ANDHERI (W), MUMBAI – 400 058.** TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended 31<sup>st</sup> March, 2013 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint M/s. Bhuta Shah & Co., Chartered Accountants, Mumbai, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and fix their remuneration.

**For and on the Behalf *Manas Properties Private Limited***



***Vijay Thakkar***  
***Director***

**DATE: 09/09/2014.**

**PLACE: MUMBAI**

### **NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Meeting.
2. Corporate members are required to send to the company a duly certified copy of the board resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the meeting.

# MANAS PROPERTIES PRIVATE LIMITED

**Registered Office Address:** 10<sup>th</sup> Floor, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400058.

Phone Number – 022-40383838

CIN: U70100MH2004PTC149362

Fax Number – 022-26243218

Email Id: devconstruction@gmail.com

To,

The Members of,

MANAS PROPERTIES PRIVATE LIMITED.

Your Directors have pleasure in presenting their 10<sup>th</sup> Report on the Business and Operations of the Company together with the Audited Result for the financial year ended 31<sup>st</sup> March, 2014.

## 1. Financial Results:

Particulars	Year ended 31 <sup>st</sup> March, 2014`	Year ended 31 <sup>st</sup> March, 2013
Total Income	82,797,355/-	110,271,808/-
Total Expenses	111,149,195/-	112,642,048/-
Profit / (Loss) Before Tax	(28,351,840/-)	(2,370,240/-)
Interest Income on FD for earlier years	312,097/-	Nil
<b>Provision for Tax:</b>		
Less: Current Year Tax	Nil	Nil
- Short / Excess provision of tax for earlier year	Nil	(5)
Profit / (Loss) After Tax	(28,039,743/-)	(2,370,240/-)
<b>Appropriations:</b>		
- General Reserves	Nil	Nil
- Profit Loss Account	Nil	Nil
Balance Carried Forward to future years	(28,039,743/-)	(2,370,235/-)

## 2. Operations:

During the year under review, Company has incurred a loss of Rs. 28,039,743/-. The real estate sector is undergoing sluggish market conditions. This has affected the over-all growth of the company in the year under review. Your Directors are expects to achieve better performance and taking efforts to control the cost and optimize the results in the coming year.

### **3. Dividend and Transfer to Reserves:**

In the view of losses, Board do not recommends any dividend for the financial year and no amount being transferred to general reserve of the Company.

### **4. Directors:**

Board of directors of the Company is duly constituted. There were no changes in the composition of Board of Directors of the Company.

### **5. Share Capital:**

During the period under review, there was no change in capital structure of the company.

### **6. Deposits:**

The Company has not accepted any deposits from the public within the meaning of Section 58A, 58AA of the Companies Act, 1956 and the rules made there under during the period under review.

### **7. Subsidiary Companies:**

The Company does not have any subsidiary companies.

However the Your Company is wholly owned subsidiary of Dev Land & Housing Private Limited by virtue of provision of section 4(1)(b)(ii) of the Companies Act, 1956.

### **8. Employees:**

There are no employees drawing remuneration more than the limit prescribed in Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars in the Report of Board of Directors) Rules, 1988. Thus the Board is unable to furnish the prescribed details in this report.

### **9. Details Of Conservation Of Energy, Technology Absorption And Foreign Exchange Earning And Outgo:**

The company does not fall under any of the industries specified in Form A of the said rules. Further the nature of the company's business is that of investment in real estate, construction and does not require research and development to be carried out.

However, as required under Section 217(1)(e) of the Companies Act, 1956, we report as follows:

### **Conservation of Energy**

The Company has taken the adequate measures to reduce energy consumption by purchasing and using energy efficient equipment.

### **Technology Absorption, Adaptation and Innovation**

The Company endeavors to use modern technology to carry out its operations.

### **10. Foreign Exchange:**

Particulars	For Year Ended 31 <sup>st</sup> March 2014 (Rupees)	For Year Ended 31 <sup>st</sup> March 2013 (Rupees)
Foreign Expenditure	Nil	Nil
Foreign Income	Nil	Nil

The nature of the company's business, during the year under review is such that the company carries on business within the territorial limits of India and does not foresee any export potential in the near future.

### **11. Auditors:**

M/S. Bhuta Shah & Co., Chartered Accountants, Mumbai, the statutory auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Company has duly received communication from the proposed statutory auditors that their appointment if made shall be within the limits prescribed under section 224 of the Companies Act, 1956 and they do not suffer any disqualifications as laid down in Section 226 of the Act.

### **12. Auditors' Report:**

As regards to Auditors qualification pertaining to "formal internal audit department" the expiation provided by the auditors is self explanatory and no further clarification required as such.

### **13. Compliance Certificate:**

In pursuance with the provisions of Section 383A of the Companies Act, 1956, a Compliance Certificate has been obtained from M/s. GB & Associates, Company Secretaries, Mumbai and the same is attached to this report.

#### **14. .Director's Responsibility Statement Pursuant To Section 217(2AA):**

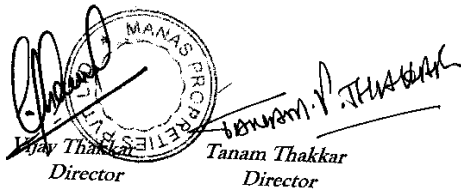
As required under section 217 (2AA) of the Companies Act, 1956 the Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That 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.
- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors had prepared the Annual accounts on a going concern basis.

#### **15. Acknowledgements:**

The directors wish to place on record their appreciation of the support of the shareholders.

For Manas Properties Private Limited

  
The image shows two handwritten signatures. The signature on the left is over a circular stamp that reads 'MANAS PROPERTIES PRIVATE LIMITED'. Below the signature on the left is the name 'May Thakkar' and the title 'Director'. Below the signature on the right is the name 'Tanam Thakkar' and the title 'Director'.

May Thakkar  
Director

Tanam Thakkar  
Director

Place: Mumbai

Date: 09/09/2014



**Gautam Bhandari**  
B.COM, LLB, A.C.S

**GB &  
Associates**  
Company Secretaries

Flat No. 404, 4th Floor,  
Gauri Sadhna Co-op Housing Society,  
Nr. St. Xavier School, Ratan Nagar,  
Dahisar (East), Mumbai - 400 068.  
Mobile : +91 98703 01818  
E-mail : gautam.s.bhandari@gmail.com

**COMPLIANCE CERTIFICATE**

CIN of the Company: **U70100MH2004PTC149362.**

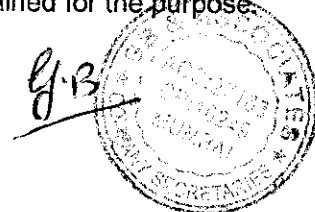
Nominal Capital: Rs.5,00,00,000/-

Paid-up Capital: Rs.4,01,00,000/-.

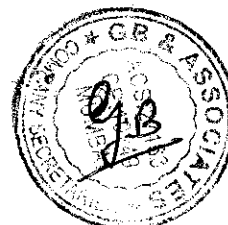
To,  
THE MEMBERS,  
**MANAS PROPERTIES PRIVATE LIMITED.**  
10<sup>th</sup> Floor, Dev Plaza,  
Opp: Andheri Fire Station, S.V. Road,  
Andheri (west), Mumbai - 400058.

I have examined the registers, records, books and papers **MANAS PROPERTIES PRIVATE LIMITED** (the "Company") as required to be maintained under the Companies Act, 1956 (to the extent not repealed) and the Companies Act, 2013 (to the extent notified) (hereinafter referred as the "Act" unless specified otherwise) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014 ("financial year"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed all the forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under.
3. The Company being a private limited company:
  - i. has the minimum prescribed paid-up capital and its maximum number of members during the said financial period were **2 (Two)** members;
  - ii. has not invited the public to subscribe for its shares or debentures; and
  - iii. has not invited or accepted any deposits from persons other than its members, Directors or their relatives.
4. The Board of Directors duly met **5 (Five)** times respectively on **17<sup>th</sup> April, 2013, 20<sup>th</sup> June, 2013, 5<sup>th</sup> September, 2013, 12<sup>th</sup> December, 2013 and 31<sup>st</sup> March, 2014** in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.



5. The Company was not required to close its Register of Members during the financial year.
6. The **Annual General Meeting** for the financial year ended on **31<sup>st</sup> March, 2013** was held on **30<sup>th</sup> September, 2013** after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the year.
8. The Company being a Private Limited Company, the provisions of Section 295 of the Companies Act, 1956 are not applicable for part of the financial year. The Company had balances of loans to its Directors or persons or firms or Companies referred under Section 185 of the Companies Act, 2013 at the end of the financial year.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made the necessary entries in the register maintained under Section 301 of the Act.
11. During the financial year there were no instances falling within the purview of Section 314 of the Act, so the Company has not required to obtain any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the Financial Year.
13. The Company has:
  - a. Not made any allotment/transfer/transmission of Shares during the financial year;
  - b. Not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year;
  - c. Not required to post warrants to any members of the Company as no dividend was declared during the financial year;
  - d. not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a Period of seven years, to Investor Education and Protection Fund as no amount in respect of the above were lying in the books of accounts of the Company to be transferred so;
  - e. Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional Directors, alternate Directors and Directors to fill casual vacancy during the financial year.



15. The Company being a Private Limited Company the provisions of Section 269 of the Act relating to appointment of Managing Director/ Whole-time Director/Manager is not applicable.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approval from the Central Government Company Law Board, Regional Director, Registrar of Companies and/ or such authorities prescribed under various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has no preference capital or debentures and as such there was no question of redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The Company being a private limited company, the borrowings made during part of the financial year do not attract the provisions of section 293(1)(d) of the Companies Act, 1956. However the total borrowings at the end of the financial year exceeds the limits prescribed under Section 180(1)(c) of the Companies Act, 2013
25. The Company being a Private Limited Company the provisions of Section 372A of the Act is not applicable.
26. The Company has not altered the Provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the financial year under scrutiny.
27. The Company has not altered the Provisions of the Memorandum of Association with respect to the objects of the Company during the financial year under scrutiny.
28. The Company has not altered the Provisions of the Memorandum of Association with respect to name of the Company during the financial year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to the share capital of the Company during the financial year under scrutiny.



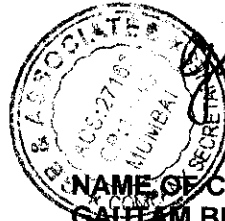


30. The Company has not altered its Articles of Association during the financial Year.
31. There was no prosecution initiated against or show cause notice(s) received by the Company during the financial year for offences under the Act and consequently the question of fines or penalties does not arise.
32. The Company has not received any money as security from its employees during the financial year.
33. As informed to me, the provisions of Section 418 of the Act, are not applicable to the Company during the financial year

**PLACE: MUMBAI.**

**DATE: 9<sup>th</sup> September, 2014**

**SIGNATURE:**



**NAME OF COMPANY SECRETARY:**

**GALEAM BHANDARI**

**PROPRIETOR**

**C.P. NO.: 10249**

**ACS NO.: .27163**