

MANAS PROPERTIES PRIVATE LIMITED

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

Phone Number – 022-40383838
Fax Number – 022-26243218

CIN: U70100MH2004PTC149362
Email Id: devconstruction@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **ANNUAL GENERAL MEETING** OF THE MEMBERS OF **MANAS PROPERTIES PRIVATE LIMITED** WILL BE HELD ON **WEDNESDAY THE 30TH SEPTEMBER, 2015 AT 04.00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10TH FLOOR, DEV PLAZA, OPP. ANDHERI FIRE STATION, S.V. ROAD, ANDHERI (WEST), MUMBAI- 400058.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2015 along with notes and schedules thereon as on that date and the reports of Directors' and Auditors' thereon.
2. To ratify the appointment of 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.

By Order of The Board
For **Manas Properties Private Limited**



Vijay Thakordas Thakkar
(Director)
DIN: - 00189355

Date: 25th August, 2015
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 the proxy need not be a member of the company.
2. A proxy form to be effective must be lodged with the registered office of the company at least 48 hours before the commencement of the meeting

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Director's Report

To,
The Members of,
Manas Properties Private Limited.

Your Directors have pleasure in presenting their 11th Annual Report of the Business and Operations of the Company together with the Audited Result for the financial year ended 31st March, 2015.

1. Financial results:

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Particulars	Year ended 31 st March, 2015, in (Rs).	Year ended 31 st March, 2014, in (Rs).
Total Income	7,11,05,838/-	82,797,355/-
Total Expenses	8,71,93,180/-	11,11,49,195/-
Profit / (Loss) Before Exceptional Items, Extra-Ordinary Items and Tax	(1,60,87,342)/-	(2,83,51,840)/-
Exceptional items		
-Interest Income on FD for earlier years	Nil	3,12,097/-
Extra-Ordinary items		Nil
Profit / (Loss) Before Tax	(1,60,87,342)/-	(2,80,39,743)/-
Provision for Tax:		
Less: Current Year Tax	Nil	Nil
Deferred Tax	Nil	Nil
Profit / (Loss) After Tax	(1,60,87,342)/-	(2,80,39,743)/-
Appropriations:		
- General Reserves	Nil	Nil
- Profit Loss Account	Nil	Nil
Balance Carried Forward to future years	(1,60,87,342)/-	(2,80,39,743)/-
Earning per equity share: (Face Value of Rs. 10 per share)		
(1) Basic earnings per share	(4.01)	(6.99)
(2) Diluted earnings per share	(4.01)	(6.99)

2. Review of Business Operations and Future Prospects

During the year your Company has incurred loss of Rs. 1,60,87,342/- (Rupees One Crore Sixty Lacs Eighty Seven Thousand Three Hundred Forty Two Only) 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

Board do not recommends any dividend for the financial year and no amount is being transferred to reserve.

4. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Since there was no Dividend declared since Inception of the Company, Hence the provisions of Section 125 of the Companies Act, 2013 do not apply.

5. Directors

During the period under review, the Board of directors of the Company is duly constituted there were no changes in composition of board of directors of the Company.

6. Declaration of Independent Directors

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

7. Number of Board Meetings

The Board of Directors met 8 times during the financial year ended March 31, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

8. Company's Policy Relating to Directors Appointment, Payment of Remuneration and Discharge of Their Duties

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.

9. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:-

(a) in the preparation of the annual accounts, the applicable accounting standards had 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 and loss 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 this Act 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, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.- Not applicable to Private Limited Company. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

(f) 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.

10. Particulars of Employees and Remuneration

During the year under review, neither there were any employees who were employed throughout the financial year and were in receipt of remuneration of not less than Rs. 60 Lakh p.a. nor were there any employees who were employed for part of the financial and were in receipt of remuneration of not less than Rs. 5 Lakh p.m.

11. Shares

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. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

12. Deposits

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

13. Particulars of Loans, Guarantees or Investments Made Under Section 186 of the Companies Act, 2013

During the period under review, the Company has not given/ made any loans, guarantees and investments under Section 186 of the Companies Act, 2013.

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14. Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company however the Company is the wholly owned subsidiary of Dev Land and Housing Private Limited.

15. Particulars of Contracts or Arrangements Made With Related Parties

During the year under review, there was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013; However the Form AOC-2 are furnished as Annexure 1.

16. Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company.

There were no transactions involving foreign exchange earnings and outgo during the year under review.

17. Statutory Auditors

M/s Bhuta Shah & Co., Chartered Accountants, were appointed as Statutory Auditors in the Annual General Meeting held on 30th September 2014 for the term of 3 (Three) Years upto 31st March, 2017 subject to ratification by the Shareholders of the Company in their meeting.

The Board of Directors, therefore, recommends ratification of appointment of M/s Bhuta Shah & Co., Chartered Accountants, for F.Y. 2015-16 as statutory auditors of the company for the approval of Shareholders.

18. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers Made By the Auditors and the Practicing Company Secretary in Their Reports

Observation made by Auditors in their Auditors, are self- explanatory and do not call for any further explanation from the Directors.

19. 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 2 and is attached to this Report.

20. Material Changes And Commitment If Any Affecting The Financial Position Of The Company Occurred Between The End, Of The Financial Year To Which This Financial Statements Relate And The Date Of The Report

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

21. Risk Management Policy

Risk Management Policy is not applicable for the year under review.

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22. Statement Concerning Development and Implementation of Risk Management Policy of the Company

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

23. Details of Policy Developed and Implemented By the Company on Its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

24. Disclosure of Composition of Audit Committee and Providing Vigil Mechanism

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.

25. Disclosure Of Sexual Harassment Of Women At Workplace:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

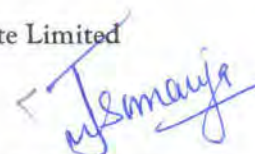
During the year and under review the Company has not received any complaints on sexual harassment.

26. Acknowledgements

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.


For Manas Properties Private Limited

Vijay T Thakkar
Director
DIN-00189355



Jayesh K Somaiya
Director
DIN-01676529

Date -25th August, 2015

Annexure - 1
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.

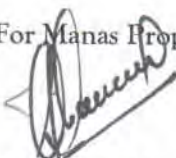
1. Details of contracts or arrangements or transactions not at Arm's length basis.

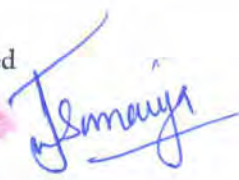
Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	No contract or arrangements made with related parties during the period under review.
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	No contract or arrangements made with related parties during the period under review.
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

For Manas Properties Private Limited


Vijay T Thakkar
Director
DIN-00189355


Jayesh K Somaiya
Director
DIN-01676529

Date -25th August, 2015

Annexure - 2

Form No. MGT-9.

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

Sr. No.	<u>I. REGISTRATION AND OTHER DETAILS.</u>	
i	CIN	U70100MH2004PTC149362
ii	Registration Date	02/11/2004
iii	Name of the Company	MANAS PROPERTIES PRIVATE LIMITED
vi	Category / Sub-Category of the Company	Company Limited by Shares Indian Non Government Company
v	Address of the Registered office and contact details:-	10th Floor, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai- 400058. devconstruction@gmail.com
vi	Whether listed company	No
vii	Name, Address and Contact details of Registrar and Transfer	Not Applicable

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:-

Sr. No.	Name and Description of Main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate Business	6810	Nil

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
1	Dev Land & Housing Private Limited 10th Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai- 400058	U70100MH2006PTC161220	Holding	100%	2(87)(ii)

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-4-2014]				No. of Shares held at the end of the year[As on 31-3-2015]				% Chang during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1) Indian									
a) Individual/ HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	4010000	4010000	100%	Nil	4010000	4010000	100%	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other									
(i) Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(ii) Directors Relative	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1)	Nil	4010000	4010000	100%	Nil	4010000	4010000	100%	Nil
(2) Foreign									
a) NRIs – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	NIL	NIL	NIL	Nil	NIL	NIL	NIL	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of promoter (A) = (A) (1) + (A) (2)	Nil	4010000	4010000	100%	Nil	4010000	4010000	100%	Nil
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	Nil	4010000	4010000	100%	Nil	4010000	4010000	100%	Nil

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