

# JANDU CONSTRUCTION INDIA PRIVATE LIMITED

Regd. Off.: H. No. 323 Aggarsain Colony, SBI Street, Sirsa HR 125055 IN

CIN: U70109HR2019PTC083157; Email ID: janduconstco@yahoo.com

## DIRECTORS' REPORT

TO  
THE MEMBERS,  
JANDU CONSTRUCTION INDIA PRIVATE LIMITED

Your Directors take pleasure in presenting the 02<sup>nd</sup> (Second) Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

### 1. Financial summary or highlights/Performance of the Company

Particulars	Financial Year ended	
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
Revenue from operations	1,78,51,15,238.00	-
Other income	17,64,102.65	-
Profit (loss) before Tax	17,30,99,271.88	(47,045)
Less: Current Tax	4,94,38,579.00	-
Less: Deferred Tax	-	-
Profit (Loss) after Tax	12,36,60,692.88	(47,045)

### 2. Dividend

The Directors do not recommend any dividend on Equity Shares for the year ended March 31, 2021. The Directors believe that this will increase Shareholder's value in the long term.

### 3. Reserves

The profit amounting Rs. 12,36,60,692.88 incurred during the year was carried to the reserves.

### 4. Brief description of the Company's working during the year/State of Company's affairs

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During the year under review, total Profit of the Company was Rs. 12,36,60,692.88 against the Loss of Rs. 47,045 during previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

## 5. Change in the nature of business

There was no change in the nature of business.

## 6. 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

With respect to the requirement of the lender bank, the Company amended its Memorandum of Association vide EGM dated 15/06/2020 & vide EGM dated 11/02/2021 to include such clause(s) as desired. Further the Company amended in its Memorandum of Association, the Authorized share capital clause vide EGM dated 11/03/2021

## 7. 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.

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The company has maintained adequate internal financial controls with respect to the financial statements.

## 9. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

## 10. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

## 11. Reports on Management Discussion Analysis and Corporate Governance

Not Applicable

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## 12. Auditors

In terms of Section 139 of the Companies Act, 2013, M/s Mohit Bharti & Associates, Chartered Accountants (Firm Registration No 020773N), were appointed as Auditors of the Company at the Annual General Meeting held on 31/12/2020 for a term of 5 (five) consecutive years. The Company has received a certificate from the Auditors to the effect that their appointment is in accordance with the provisions of Sec. 141 of Companies Act, 2013.

However, pursuant to Section 40 of the Companies (Amendment) Act, 2017 (i.e. Section 139 of the Companies Act, 2013) which was notified with effect from 7<sup>th</sup> May, 2018, ratification of the appointment of the statutory auditors by the members at every annual general meeting is no longer required. Accordingly, ratification resolution is not being taken up at the ensuing Annual General Meeting of the Company.

## 13. Auditors' Report

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the Financial Statements of the Company for the Financial Year ended 31st March, 2021.

## 14. A) Share Capital

During the Financial Year 2020-21, the Authorised share capital of the Company was increased from Rs. 10,00,000/- (Rupee Ten Lakhs only) divided into 1,00,000 (One lac) Equity Shares of Rs. 10/- each to Rs. 40,00,00,000/- (Rupee Forty crores only) divided into 4,00,00,000 (four crore) Equity Shares of Rs. 10/- each.

During the year the subscribed, issued and paid up capital was also increased from Rs. 10,00,000/- (Rupee Ten Lakhs only) divided into 1,00,000 (One lac) Equity Shares of Rs. 10/- each. To Rs. 39,50,00,000/- (Rupees Thirty Nine crore fifty lacs only) divided into 3,95,00,000 (Three crore Ninety Five lacs) Equity Shares of Rs. 10/- each.

### **B) Issue of equity shares with differential rights/ Buy Back Of Securities/ Issue of sweat equity shares/ Bonus Shares/ Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

NIL

### **C) Issue of employee stock options**

The Company has not issued any shares as employee stock options scheme during the year under consideration.

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## **15. Extract of the 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 not required to be submitted from the financial year 2020-21. The requirement of submitting extract of annual return is removed by Notification Dated 05.03.2021 by Substituting "The Companies (Management and Administration) Rules, 2014" with "The Companies (Management and Administration) Amendment Rules, 2021".

## **16. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

a.) **Conservation of Energy & Technology Absorption:** Every effort is made to save Electricity, water and other resources. Conventional lights have been replaced with LED as per need. Employees are trained to switch off lights and other devices when not in use.

b) **Export Activities:** NIL.

c) **Foreign Exchange Earnings and Outgo:** The Income & Expenditure in foreign exchange is as under during the year under review:

Foreign Travelling Expenditure (Expenditure in foreign Currency) : NIL (previous year Rs. NIL)

CIF Value of Imports : Rs. NIL (previous year Rs. NIL)

Foreign Exchange Earning : Rs. NIL (previous year Rs. NIL)

## **17. Corporate Social Responsibility (CSR)**

The Company is not covered in the limits prescribed under section 135 of the Companies Act, 2013 for the year ended 31.03.2020, therefore Corporate Social Responsibility is not applicable.

## **18. Directors**

### **A) Changes in Directors and Key Managerial Personnel**

#### **B)**

During the year there was no change in Directors. However after closure of financial year Mr. Mohit Jandu & Mr. Kuldeep was appointed as additional director as on 25/11/2021.

### **B) Declaration by the Independent Director(s)/ Formal Annual Evaluation**

Company being a Private company, Independent Directors are not required to be appointed, since the Company does not fall under the criteria of classes of Companies provided under Section 149(4) of Companies Act, 2013 and Rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

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## 19. Meetings

### (a) Board Meetings

During the year the Board of Directors met Thirty Two (32) times. The maximum interval between any two board meetings did not exceed 120 (one hundred and twenty) days.

Board Meetings held on following dates:-

S. No.	Date of Board Meetings	Whether attended by all the directors
1.	28/04/2020	YES
2.	15/06/2020	
3.	16/06/2020	YES
4.	19/06/2020	YES
5.	24/06/2020	YES
6.	08/07/2020	YES
7.	24/08/2020	YES
8.	06/09/2020	YES
9.	25/09/2020	YES
10.	07/10/2020	YES
11.	09/10/2020	YES

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12.	17/10/2020	YES
13.	23/10/2020	YES
14.	12/11/2020	YES
15.	26/12/2020	YES
16.	30/12/2020	YES
17.	31/12/2020	YES
18.	02/01/2021	YES
19.	11/01/2021	YES
20.	13/01/2021	YES
21.	27/01/2021	YES
22.	10/02/2021	YES
23.	17/02/2021	YES
24.	18/02/2021	YES
25.	24/02/2021	YES
26.	01/03/2021	YES
27.	05/03/2021	YES

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28.	15/03/2021	YES
29.	24/03/2021	YES
30.	25/03/2021	YES
31.	29/03/2021	YES
32.	31/03/2021	YES

**(b) Annual General Meeting (AGM)**

AGM for the Financial Year 2019-2020 held on 31/12/2020.

**(c) Extra Ordinary General Meeting**

Three EGMs were convened during the year on 15/06/2020, 11/02/2021 and 11/03/2021.

**20. Audit Committee, Nomination and Remuneration Committee and Vigil Mechanism**

Since the company is a Private company, audit committee, nomination and remuneration committee and vigil mechanism is not required to be constituted, under Section 177, 178 of Companies Act, 2013 and Rule 6 & 7 of Companies (Meetings of Board and Its Powers) Rules, 2014.

**21. Particulars of loans, guarantees or investments under section 186: NIL**

**22. Particulars of contracts or arrangements with related parties under Section 188:**

During the year under review, there was no contracts, arrangements and transactions entered into by the Company with its related parties .

**23. Policy on Directors Appointment and Remuneration**

Not Applicable.

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## **24. Managerial Remuneration:**

- A. Since the company is not a Listed company, therefore statement containing the ratio of the remuneration of each director to the median employee's remuneration as required under section 197 of the Companies Act' 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.
- B. There are no employees drawing salary in excess of limits prescribed under section 197 of the Companies Act' 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- C. The company does not have any Holding or subsidiary company, therefore disclosure required under section 197 of the Companies Act, 2013 regarding remuneration or commission received by the directors from the holding or subsidiary company of the company is not applicable.

## **25. Secretarial Audit Report**

Since the Company does not satisfy the criteria of section 204 of the Companies Act, 2013. Hence Secretarial audit report as required under section 204, is not applicable.

## **26. Risk management policy**

The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

## **27. Directors' Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2021, 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 as at 31<sup>st</sup> March, 2021 and of the profit /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 the Companies Act 2013 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;
- e. Clause for internal financial controls is not Applicable, not being a listed company;

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- 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.

## 28. Secure Workplace Policy

Your Company has implemented secure workplace policy in accordance with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal ) Act, 2013.

## 29. Board's Comment on Auditors' Report

As there was no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report and thus does not call for any further comment

## 30. Details of Fraud Report by Auditors

As per Auditors' Report, no fraud u/Sec. 143(2) reported by the Auditors.

## 31. Cost Record

The provisions of Cost Audit as per Sec. 148 doesn't applicable on the Company.

## 32. Consolidated Financial Statements

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statements.

## 33. Secretarial Standards

The Company has complied with all the applicable secretarial standards i.e. SS-1 AND SS-2. (SS-1 for Board Meetings and SS-2 for General Meetings)

## 34. Acknowledgement

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.

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By Order of the Board  
For Jandu Construction India Private Limited

**J Infratech Limited**



Hari Niwas

**Director**

Chairperson

DIN- 03045343

Place: Sirsa

Date: 19/11/2021

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## ANNEXURE V

### 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 arm's length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	<b>Mohit Jandu</b> (Director)
a)	Nature of contracts/arrangements/transaction	Professional Fees Paid
b)	Duration of the contracts/arrangements/transaction	-
c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 16,00,000/-
d)	Date of approval by the Board/EGM	BM held on 28/04/2021
e)	Amount paid as advances, if any	NIL

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SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	<b>Kuldeep</b> (Director)
a)	Nature of contracts/arrangements/transaction	Professional Fees Paid
b)	Duration of the contracts/arrangements/transaction	-
c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 17,00,000/-
d)	Date of approval by the Board/EGM	BM held on 01/12/2021
e)	Amount paid as advances, if any	NIL

By the Order of the Board

Jandu Construction India Private Limited

**J Infratech Limited**

**J Infratech Limited**



**Director**

Director

DIN: 03045343



**Director**

Director

DIN: 09413626

Place: New Delhi

Dated: 31/08/2022