



CIN No. U70109HR2019PTC083157

JANDU CONSTRUCTION
INDIA PRIVATE LIMITED

DIRECTORS' REPORT

To,

The Members

JANDU CONSTRUCTION INDIA PRIVATE LIMITED

**H. No. 323 Aggarsain Colony, SBI Street,
Sirsa, SIRSA, Haryana, India, 125055**

The Directors of the Company are pleased to submit 5th Director's Report of the Company together with the audited statement of accounts and Auditor's Report thereon ended as on 31st March, 2024.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company during the year is as follows: -

(Amt in Lacs)

Particular	Standalone Financials		Consolidated Financials	
	As on 31.03.2024	As on 31.03.2023	As on 31.03.2024	As on 31.03.2023
Total Revenue	87992.27	51858.44	78897.77	51858.44
Total Expenses	76052.83	46038.43	66959.33	46043.84
Profit or Loss before Exceptional and Extraordinary items and Tax	11939.45	5820.02	11938.45	5814.61
Less: Exceptional Items	NIL	NIL	0	0
Add: Extraordinary Items (Prior period adjustment)	100	NIL	100	0
Profit or Loss before Tax	12039.45	5820.02	12038.45	5814.61
Current Tax	3830.91	1820.63	3830.91	1694.79
Deferred tax (benefit)/ charge	(94.10)	0	(94.10)	125.84
Profit or Loss After Tax	8302.63	3999.38	8301.63	3993.97

2. BUSINESS OPERATIONS AND STATE OF COMPANY AFFAIRS:

The turnover of the Company is Rs. 8,732,939,709.24/- from its business and operations for the financial year ended 31st March 2024 and the Net Profit during the year is Rs. 830,263,269.17/-.

3. DIVIDEND

The Company has not recommended any dividend for the financial year 2023-24.

4. RESERVES

The profit so earned during the year was credited to Reserves & Surplus Account.

5. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the business of the Company during the Financial Year ended 31st March, 2024.

6. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this Report.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN

No significant and material order has been passed by the regulators, courts, 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 adopted adequate Internal Financial Control measures with reference to financial Statement.

9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY

During the Year under review, the Company has invested in the 100% equity of

1. Hamirpur Bypass Private Limited.

The Company has entered into a Joint Venture and created a partnership firm under the name and style of "M/s Jandu Niraj (JV), M/s Jandu Maan (JV) and M/s SBIPL-JCIPL JV.

The details of the Subsidiaries and Joint Venture are furnished in Form AOC-1 attached to this report and marked as *Annexure I*.

10. **DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT**

The Company has not accepted any deposits under Chapter V of the Companies Act, 2013.

11. **STATUTORY AUDITORS**

M/s. **MOHIT BHARTI & ASSOCIATES, Chartered Accountants**, were appointed as the Statutory Auditor of the Company as per the provisions of section 139(1) of the Companies Act, 2013 at the First Annual General Meeting held on 31.12.2020 to hold office from conclusion of the first Annual General Meeting till the conclusion of the Sixth Annual General Meeting to be held in the year 2025.

However pursuant to the Companies (Amendment) Act, 2017 the requirement of ratification of the appointment of the statutory auditors by the members at every AGM is no longer required. Accordingly, ratification resolution is not being taken up at the ensuing AGM of the Company.

12. **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act 2013 and rules made thereunder; the company had appointed M/s **Uma Verma, Company Secretaries in Practice** (having Certificate of Practice No.-18283) to undertake the Secretarial Audit of the Company for the financial Year ended March 31, 2024. The secretarial Report has been annexed as '*Annexure – II*' to the Directors' Report.

13. **EXPLANATION(S) TO THE RESERVATION(S) QUALIFICATIONS OR ADVERSE REMARKS IN THE STATUTORY AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

(i) **Following Observations and Remarks has been made by Statutory Auditor:**

➤ **The Company had not maintained its Financial Statements Segment wise**

Response: We would like to address an issue concerning the non-maintenance of records on a segment-wise basis, which has occurred primarily as a result of our current centralized purchasing system. The centralized procurement process has led to challenges in maintaining detailed records for individual segments or departments, as purchases are consolidated and handled at a central level rather than being tracked separately for each segment.

We acknowledge that this has created discrepancies in the ability to track and report expenditures, inventory, and other procurement-related data on a segment-wise basis, which is an essential part of ensuring proper financial oversight and transparency.

In light of this situation, we are taking the following corrective measures:

- **Segmentation in Centralized System:** We are working to enhance our centralized purchasing system to include detailed segmentation features that will allow for the classification of purchases according to individual business segments or departments. This will ensure that all records can be maintained and accessed on a segment-wise basis.
 - **Internal Process Review:** We are undertaking a review of our procurement processes to identify where improvements can be made in the flow of information and record-keeping. This will include the implementation of better tracking mechanisms that allow us to capture segment-specific data at the point of purchase and throughout the procurement cycle.
 - **Integration of ERP Systems:** To improve record accuracy and reporting, we are exploring upgrades to our Enterprise Resource Planning (ERP) system, ensuring it can effectively segregate and track purchases by segment. This will provide real-time visibility and enable us to maintain compliance with record-keeping requirements.
 - **Staff Training and Awareness:** We will provide training to the procurement and finance teams to ensure they understand the importance of segment-wise tracking and compliance with internal policies. We will also emphasize the role of centralized purchasing in the broader context of operational and financial control.
 - **Periodic Audits and Compliance Checks:** We will institute more frequent internal audits and periodic reviews of the purchasing process to ensure that segment-wise reporting is being adhered to, even within a centralized purchasing framework.
- **The Company has not maintained the stock register properly due to the majority of purchases being made at the head office level. Consequently, we are unable to rely on the accuracy of the closing stock valuation and have had to depend on the valuation performed by management for the financial year 2023-2024.**

Response: We acknowledge the issue concerning the improper maintenance of the stock register, which has occurred primarily due to the centralized nature of our purchasing process, with the majority of purchases being made at the head office level. This centralized procurement approach has led to challenges in effectively tracking and maintaining the stock register for individual branches or operational units, as purchases and inventory are not segmented at the point of acquisition.

In response to this situation, we are taking the following corrective actions:

- **Enhanced Stock Register System:** We are revising our stock management practices to integrate segment-wise tracking within our centralized purchasing system. This will allow for the recording of purchases and stock movements at the head office, while still enabling the tracking of inventory at the individual branch or operational level.
- **ERP System Upgrades:** We are exploring improvements to our Enterprise Resource Planning (ERP) system to ensure it includes functionalities that will automatically update the stock register for both central and local inventories. This will help in creating a seamless flow of information and ensure that stock records are consistently maintained.
- **Physical Stock Reconciliation:** In the interim, we will conduct more frequent physical stock reconciliations at all locations to ensure that any discrepancies in the

stock register are identified and rectified promptly. This will include comparing actual stock on hand with the recorded inventory at both the central and branch levels.

➤ **The Company has maintained the register of Fixed Assets, But had not maintained the movement of Fixed Assets segment wise. Due to which it is not possible for us to do physical verification of the fixed Assets.**

Response: We acknowledge that while the Company has maintained a register of Fixed Assets, there has been a lapse in tracking and recording the movement of Fixed Assets on a segment-wise basis. This issue arises from our current asset management practices, where fixed assets are recorded centrally but not adequately segmented according to individual business units or operational segments.

The lack of segment-wise tracking of asset movements has led to challenges in monitoring the allocation, transfer, and disposal of fixed assets, which is crucial for both operational efficiency and financial reporting. We understand the importance of segment-wise asset tracking to ensure better accountability, regulatory compliance, and accurate financial reporting.

In response to this, the Company is taking the following corrective actions:

- **Segment-wise Asset Movement Tracking:** We are in the process of revising our Fixed Asset Register to incorporate segment-wise tracking. This will ensure that the movement of assets (such as transfers, disposals, and acquisitions) is recorded against specific business segments, thereby improving transparency and control over asset management.
- **ERP System Enhancements:** To facilitate accurate segment-wise tracking, we are enhancing our Enterprise Resource Planning (ERP) system. The upgraded system will allow us to assign assets to specific segments, track movements in real-time, and generate reports based on asset location, status, and movement by segment.
- **Physical Asset Verification:** We will conduct a comprehensive physical verification of all assets, ensuring that each asset is correctly classified and tagged according to its respective segment. This exercise will help us identify and resolve any discrepancies in the current asset records and strengthen internal controls.
- **Standard Operating Procedures (SOPs):** We are developing updated Standard Operating Procedures (SOPs) for fixed asset management, which will clearly define the process for recording, tracking, and reporting asset movements segment-wise. These SOPs will be communicated to all relevant departments and stakeholders.

➤ **The Company has not maintained proper records showing full particulars, including quantitative details and situation of PPE other than furniture and fixtures and office equipment.**

Response: We acknowledge that the Company has not maintained proper records showing full particulars, including quantitative details and the location of Property, Plant, and Equipment (PPE), excluding furniture, fixtures, and office equipment. This gap has resulted from oversight in the asset management process, where detailed records for certain categories of PPE, such as machinery, vehicles, and other operational assets, were not adequately tracked in terms of their quantity, specifications, and location.

We recognize the importance of maintaining comprehensive and accurate records for all PPE assets, as they form a significant part of the Company's long-term capital investments and are critical for both operational efficiency and financial reporting. Accurate tracking of PPE is necessary for compliance with accounting standards, internal control, and effective asset management.

To address this issue, the Company is taking the following corrective actions:

- **Comprehensive PPE Register:** We are in the process of updating the Fixed Asset Register to include full particulars for all categories of PPE, including quantitative details and the location of each asset. This will encompass machinery, vehicles, plant equipment, and other significant assets, excluding furniture and office fixtures, which are already recorded separately.
- **ERP System Enhancement:** We are enhancing our Enterprise Resource Planning (ERP) system to capture detailed information for each asset, such as make, model, serial number, location, condition, and value. The system will allow for better tracking of PPE across different locations and ensure that assets are properly tagged and recorded.
- **Physical Verification and Tagging:** We will conduct a thorough physical verification of all PPE assets and tag them with unique identification numbers. This will enable accurate tracking of the assets, including their movement and condition, and ensure that all relevant data is recorded in the PPE register.
- **Detailed Record-Keeping for PPE:** Going forward, we will ensure that all PPE acquisitions, disposals, transfers, and adjustments are recorded promptly and accurately, with full details regarding their specifications, quantity, and location. A dedicated team will oversee this process to ensure that all records are maintained up-to-date.

➤ **There were certain other observations, which were self-explanatory and will not need separate comments from the Board of Directors.**

(ii) **Observations and Remarks has been made by Secretarial Auditor and Board's comments thereon are as follows:**

➤ **Appointment of Internal Auditor:** *The Company had appointed the Internal Auditor during the year but unable to produce filed form MGT 14 and challan thereon.*

Board Comments: The management has arranged for the necessary compliance for the appointment of internal auditor.

➤ **Appointment of Cost Auditor:** *The Company had appointed the Cost Auditor during the year but unable to produce filed form CRA 2 and challan thereon.*

Board Comments: The management has arranged for the necessary compliance for the appointment of Cost Auditor.

➤ **Appointment of Secretarial Auditor:** *The Company had appointed the Secretarial Auditor during the year but unable to produce filed form MGT 14 and challan thereon.*

Board Comments: The management has arranged for the necessary compliance for the appointment of Secretarial Auditor.

14. **FRAUD**

No fraud has been reported by the auditors under sub section (12) of Section 143 of the Companies Act, 2013.

15. **SHARE CAPITAL**

The Authorized Share Capital of the Company is Rs. 60,00,00,000/- divided into 6,00,00,000 equity shares of Rs. 10/- each and Paid-Up Capital is Rs. 58,47,55,300/- divided into 5,84,75,530 Equity Shares of Rs.10/- each.

16. **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS/BUYBACK 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**

During the year under review, the Company has not made any fresh allotment of shares.

17. **ISSUE OF EMPLOYEE STOCK OPTIONS**

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

18. **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 2023-24. The requirement of submitting extract of annual return has done away by the vide The Companies (Amendment) Act, 2017.

19. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO:**

- a. **Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- b. **Export Activities:** There was no export activity in the Company during the year under review.
- c. **Foreign Exchange earnings and outgo:** The foreign exchange earnings and outgo of the company during the financial year 2023-24 (in Actual Basis)

(Rs. In Hundred)

Particulars	31 st March 2024
Foreign Exchange Outgo	NIL
Foreign Exchange Earnings	NIL

20. CORPORATE SOCIAL RESPONSIBILITY

In compliance with requirements of Section 135 of the Act, The Company has laid down a CSR Policy. As on 31st March, 2024, The Corporate Social Responsibility (CSR) Committee comprises of Mr. Hari Niwas as the Chairperson and, Mr. Mohit Jandu and Mr. Kuldeep Kumar as the members of the Committee.

The company has incurred Rs. 1,00,00,000 as CSR expenditure during the year under consideration.

The contents of CSR Policy and report on CSR activities carried out during the financial year ended 31st March, 2024 in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as *Annexure III*.

21. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

There is no change during the year under review.

22. DECLARATION OF INDEPENDENT DIRECTORS

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

23. 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 remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

24. NUMBER OF MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

A) Board Meeting:

During the Year 2023-24, the Company held 55 meetings of the Board of Directors in accordance with Section 173 of Companies Act, 2013, List of Board Meetings held in F.Y. 2023-24 is attached as *Annexure IV*.

The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

B) Annual General Meeting (AGM)

Annual General Meeting of the Company was held on 30/09/2023 and has complied with the section 96 of the Companies Act, 2013.

C) Extra Ordinary General Meeting:

There were 3(three) EGM held during the Financial Year 2023-24.

25. PARTICULARS ABOUT LOANS, GUARANTEES OR INVESTEMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not provided any loans or guarantees or made any investments pursuant to Section 186 of the Companies Act, 2013 during the Financial Year under review.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year the Company has entered into transactions with its related parties as referred to in sub-section (1) of Section 188 of the Companies Act, 2013. Hence disclosure in Form AOC-2 is given in *Annexure V*. Further the disclosure of other related parties, as per AS-18 are disclosed in the Financial Statement of the Company.

27. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan.

Involvement of various types of risks is prone to almost all types of industries and the management of your company is quite aware of it and is in the process of identification, assessment and mitigation of such risks. The Company has laid down a comprehensive risk assessment and minimization procedure for the purpose of reducing the possible business risks such as project execution, any unforeseen or sudden event, financial risk, environmental risk, risk related to statutory compliances and competition risk. These procedures are viewed by the Board of Directors.

28. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (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 Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable.
- (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.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees. The Directors' further state that 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.

30. ANNUAL EVALUATION

The provision of section 134(3) (p) of the Companies Act, 2013 relating to board evaluation is not applicable on the company.

31. MAINTENANCE OF COST RECORDS

The Directors state that M/s P A N & Associates, Cost Accountants (Firm Registration No.003692) are appointed as the Cost Auditor of the company for the Financial Year 2023-24 for maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, accordingly such accounts and records are made and maintained by the Company.

32. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company takes immense pride in the hard work, commitment, competence, loyalty and unflinching dedication shown by its employees in all areas of business. HR Department acts as a facilitator between the Management and the Staff in ensuring clear lines of communication on the Company's policies, procedures and issues related to Human

Resources and provide a clear set of guidelines to employees on their terms and conditions of employment as enumerated in the Service Manual. The ethos of the Company is based on a strong ethical value system of remaining true to our beliefs, being accountable for our actions, being honest in all our dealings, treating people with self-respect, and, by teamwork, ensuring that we tap all opportunities to bring prosperity and continuous profitability to our organization which can then be shared with our Shareholders and Employees and those who associate with us.

33. DETAILS OF APPLICATION/ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year under review.

34. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

As Company has not done any onetime settlement during the year under review hence no disclosure is required.

35. ACKNOWLEDGEMENT

The Directors would like to express their sincere appreciation for the assistance and cooperation received by the Company from banks, government authorities, customers, vendors and members during the year under review. The Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For and on behalf of Board of Directors
JANDU CONSTRUCTION INDIA PRIVATE LIMITED**

For Jandu Construction India Pvt. Ltd.



Director

HARI NIWAS
Director
DIN: 03045343
Address: House No.305, Modal Town,
Adampur (34), Hisar, Haryana- 125052

For Jandu Construction India Pvt. Ltd.



MOHIT JANDU
Director
DIN: 09413626
Add: Moda Khera (31), Hisar
Haryana-125052

Date: 21.08.2024
Place: Gurugram