

JANDU CONSTRUCTION INDIA PRIVATE LIMITED

Regd. Office: H. No. 323 Aggarsain Colony, SBI Street, Sirsa Haryana, 125055
CIN: U70109HR2019PTC083157; E-mail: janduconstco@yahoo.com; Tel No: +919416403088

NOTICE

Notice is hereby given that the 04rd Annual General Meeting of the Members of Jandu Construction India Private Limited will be held on Saturday, 30th Day of September, 2023 at 02:00 PM at the Registered Office of the Company at H.No. 323 Aggarsain Colony, SBI Street, Sirsa Haryana, 125055 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March 2023 and Report of the Board of Directors and Auditors thereon.

By Order of the Board
For Jandu Construction India Private Limited
Jandu Construction India Pvt. Ltd. Jandu Construction India Pvt. Ltd.
 Hari Niwas Director Mohit Jandu Director
Director Director
DIN: 03045343 DIN: 09413626

Place: New Delhi
Dated: 19/07/2023

Notes:

1. Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.
2. Pursuant to the provision of section 105 of the Companies Act 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies etc, must be supported by an appropriate resolution/ authority, as applicable.
3. A proxy shall not be entitled to vote except on a poll.
4. The instrument appointing the proxy shall be deposited not later than forty-eight hours before the time fixed for holding the meeting. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a Body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
5. The instrument appointing a proxy shall be in writing and be sign by member or his authorized attorney or signed by an officer or his authorized attorney under seal in case of body corporate.
6. Every member entitled to vote at a meeting of the company, or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three day's notice in writing of the intention so to inspect is given to the company.

DIRECTORS' REPORT

**TO
 THE MEMBERS,
 JANDU CONSTRUCTION INDIA PRIVATE LIMITED**

Your Directors take pleasure in presenting the Fourth (04th) Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023

1. Financial summary or highlights/Performance of the Company

(Amount in Lakh)

Particulars	STANDALONE FINANCIALS		CONSOLIDATED FINANCIALS	
	March, 2023	March, 2022	March, 2023	March, 2022
Gross Revenue from Operations	5,14,43.14	4,02,00.83	5,14,43.14	4,02,00.83
Other income	415.31	199.21	415.31	199.21
Profit before Depreciation and Tax	7,216.75	5,201.25	5,814.61	4,435.56
Less: Depreciation	(1,396.73)	(765.69)	(1396.73)	(765.69)
Profit (loss) before Tax	5,820.02	4,435.56	4,417.88	3,669.87
Less: Current Tax	1,820.63	1,384.35	1694.79	1384.35
Less: Deferred Tax	-	-	125.84	-
Profit (Loss) after Tax	3,999.39	3,051.21	2,597.25	2,285.52

2. Dividend

The Directors do not recommend any dividend on Equity Shares for the year ended March 31, 2023. The Directors believe that this will increase Shareholder's value in the long term.

3. Reserves

The Profit so earned during the year was credited to Reserves & Surplus account.

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

During the year under review, the Company has earned the total profit of Rs.3,999.39 Laacs against the Profit of Rs. 3,051.21 Laacs during the previous year.

Further the consolidated profits of the Company with its wholly owned subsidiary company are Rs.2,597.25 Laacs as against Rs.2,285.52 Laacs.

Your Directors are putting in their best efforts to improve the performance of the Company.

5. Change in the nature of business Jandu Construction India Pvt. Ltd.

Jandu Construction India Pvt. Ltd.

 Director


 Director

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The Company has received a certificate from the above Auditors to the effect of their eligibility, and it would be in accordance with the provisions of Sec. 141 of Companies Act, 2013.

However, pursuant to the Companies (Amendment) Act, 2017 the requirement of 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, 2023.

14. 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

15. Details of Fraud Report by Auditors

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

16. A) Share Capital

The Authorised 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.

17. 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

During the year under review, the company has capitalized its profits and issued the Bonus shares to the existing shareholders of the company amounting to Rs.8,00,00,000/- divided into 80,00,000 equity share of Rs.10/- each

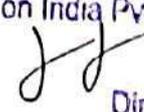
18. C) Issue of employee stock options

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

19. Extract of the annual return

The extract 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 2022-23. The requirement of submitting extract of annual return has done away by the vide The Companies (Amendment) Act, 2017.

20. Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo

Jandu Construction India Pvt. Ltd. Jandu Construction India Pvt. Ltd.
 Director  Director

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There was no change in the nature of business during the year under review.

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**

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 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 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. Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

9. **Details of Subsidiary/Joint Ventures/Associate companies**

During the year under review, the company has invested in the 100% equity of 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)".

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

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**

The provision of Management Discussion Analysis Report is not applicable on the company.

12. **Statutory 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 Statutory Auditors of the company for a period of 5 years, in the 81st Annual General Meeting held on 31/12/2020.

Jandu Construction India Pvt. Ltd.

[Signature]
Director

[Signature]
Director

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- 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 given.
- b) **Export Activities:** There was no export activity in the Company during the year under review.
- c) **Foreign Exchange Earnings and outgo:** The income and expenditure in foreign exchange is as under during the year under review:
Foreign Exchange outgo : NIL (previous year Rs. NIL)
CIF Value of imports : NIL (previous year Rs. NIL)
Foreign Exchange Earning : NIL (previous year Rs. NIL)

21. Corporate Social Responsibility (CSR)

In compliance with requirements of Section 135 of the Act, the Company has laid down a CSR Policy. As on 31st March, 2023, the Corporate Social Responsibility (CSR) Committee comprises Mr. Hari Niwas as the Chairperson and Mrs. Savitri Devi, Mr. Mohit Jandu as the members of the Committee.

The contents of CSR Policy and report on CSR activities carried out during the financial year ended 31st March, 2021 in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as *Annexure 2*.

22. Directors

A) Changes in Directors and Key Managerial Personnel

There is no change during the year under review

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

Company being a Private company, Independent Director is not required to be appointed.

23. Meetings

(a) Board Meetings

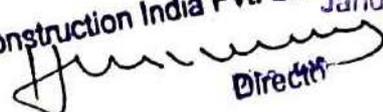
During the year the Board of Directors met 31 Times. The maximum interval between any two board meetings did not exceed 120 (one hundred and twenty) days. List of Board Meetings held in F.Y. 2022-23 is attached as *Annexure 3* and forms part of this report.

(b) Annual General Meeting (AGM)

Annual general meeting of the Company was held on 30-09-2022 and has complied with the section 96 of the Companies Act, 2013

(c) Extra Ordinary General Meeting

One EGM has been convened during the year on 25/05/2022

Jandu Construction India Pvt. Ltd.

Director

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24. **Audit Committee, Nomination and Remuneration Committee, CSR 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.

25. **Particulars of loans, guarantees or investments under section 186**

During the year, the Company has not provided any loan, guarantee or security to any other body corporate but has invested in the security of Hamirpur Bypass Private Limited

26. **Policy on Directors appointment and remuneration**

The Policy of Directors appointment and remuneration is not applicable on the Company.

27. **Related Party Transactions under section 188**

During the year, the company has not entered into any 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 not required to be given. Further the disclosure of other related parties, as per AS-18 are disclosed in the Financial Statement of the Company.

28. **Managerial Remuneration**

A) Since the Company is not a listed Company, therefore statement containing the ration 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 is not applicable.

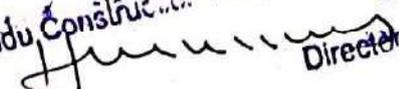
29. **Secretarial Audit Report**

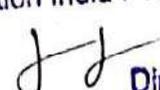
Since the outstanding loans or borrowings of the company from any bank or public financial institutions does not exceeds Rs. 100 crore, hence the provision of Secretarial Audit is not applicable on the Company.

30. **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.

31. **Directors' Responsibility Statement**

Jandu Construction India Pvt. Ltd.

Director

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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 31st March, 2023, 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 31st March, 2023 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;
- 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.

32. Secure Work Policy

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

33. Cost Record

The provisions of Cost Audit as per Sec. 148 are not applicable on the Company.

34. 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)

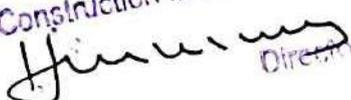
35. Details of application made or proceeding pending under Insolvency and Bankruptcy Code, 2016

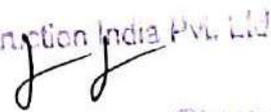
During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

36. Details of difference between valuation amount on one time settlement and valuation while availing loan from Banks and Financial Institutions

During the year under review, there has not entered into any settlement for any loans taken from Banks and Financial Institutions.

37. Acknowledgement

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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.

By the Order of the Board
Jandu Construction India Private Limited
Jandu Construction India Private Limited
Hari Nwas
Director
Mohit Jandu
Director

Place: New Delhi

Dated: 19/07/2023 DIN: 03045343 DIN: 09413626