

**R.B.N.PROJECTS PVT. LTD.**  
**CIN : U45400WB2009PTC139467**

**NOTICE**

**TO THE SHAREHOLDERS**

Notice is hereby given that the Nineth Annual General Meeting of the members of R.B.N.Projects Pvt. Ltd. will be held at the registered office of the company on Saturday the 29<sup>th</sup> September 2018 at 1.00 P.M. for the following purposes.

**ORDINARY BUSINESS**

1. To consider and adopt the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2018, and the Balance Sheet as at that date along with the reports of the directors and auditors.
2. APPOINTMENT OF AUDITORS

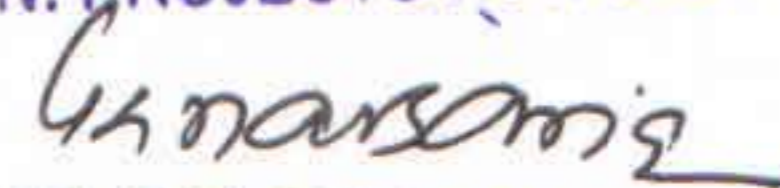
To ratify the appointment of M/s Sudeep Nopany & Associates, (Firm Registration No. 322379E), Chartered Accountants, Kolkata, as the Auditors of the Company by passing the following as an Ordinary Resolution:

“RESOLVED that pursuant to Section 139 of Companies Act, 2013, and the Rules made thereunder, the reappointment of M/s Sudeep Nopany & Associates, (Firm Registration No. 322379E), Chartered Accountants, Kolkata, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company to be held during the year 2019 be and is hereby ratified at such remuneration plus service tax etc. as may be mutually agreed between the Board of Directors and the Auditors.”

**Registered Office: -**  
54/5A, Strand Road  
Kolkata-700006

By Order of the Board

For R. B. N. PROJECTS PVT. LTD.



(GAUTAM NARSARIA) Director  
Director – DIN 00799727

**Dated: 9<sup>th</sup> August 2018**

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company.

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**DIRECTOR'S REPORT**

To the Members,

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2018.

**1 FINANCIAL SUMMARY**

Amount in Rs

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Total Revenue	2,10,65,861.00	4,93,41,056.00
<b>Profit or Loss before Tax</b>	<b>(13,64,674.00)</b>	<b>13,81,557.00</b>
Less: Current Tax	0.00	2,43,211.00
Deferred Tax	1,18,495.00	(7,295.00)
Provision for earlier year	27,840.00	0.00
<b>Profit or Loss After Tax</b>	<b>(15,11,009.00)</b>	<b>11,45,641.00</b>

**2 DIVIDEND**

No Dividend was declared for the current financial year.

**3 TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**4 REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:**

Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in next year. There was no change in the nature of business of company.

**5 TRANSFER TO RESERVES**

No amount was transferred to either any of the reserves for the current financial year.

**6 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

**7 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 was no foreign exchange inflow or Outflow during the year under review.

**8 STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

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

**9 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.

**10 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**R.B.N.PROJECTS PVT. LTD.**  
**CIN : U45400WB2009PTC139467**

- 11 PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**  
There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.
- 12 EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**  
There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.
- 13 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
- 14 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 A and is attached to this Report.
- 15 NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**  
The Company has conducted 7 (seven) Board meetings during the financial year under review.
- 16 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;
- (e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and
- (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.
- 17 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**  
The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.
- 18 DEPOSITS**  
The Company has neither accepted nor renewed any deposits during the year under review.
- 19 DIRECTORS**  
There was no Director who was appointed/ceased/re-elected/reappointed during the year under review. Company is not mandatorily required to appoint any whole time Key Management Personnel (KMP).

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**CIN : U45400WB2009PTC139467**

**20 DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

**21 ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**22 STATUTORY AUDITORS**

At the Annual General Meeting held on 30<sup>th</sup> September, 2015, M/s Sudeep Nopany & Associates, Chartered Accountants, Kolkata, were appointed as statutory auditors of the company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Sudeep Nopany & Associates, Chartered Accountants, as statutory auditors of the company, is placed for ratification by the shareholders. The company has received certificate from the Auditors to the effect that they are not disqualified to continue as statutory auditors under the provisions of applicable laws.

**23 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.

**24 SHARES**

During the year under review, the company has undertaken following transactions:

Increase in Share Capital	Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option Plan
Nil	Nil	Nil	Nil	Nil

**25 DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

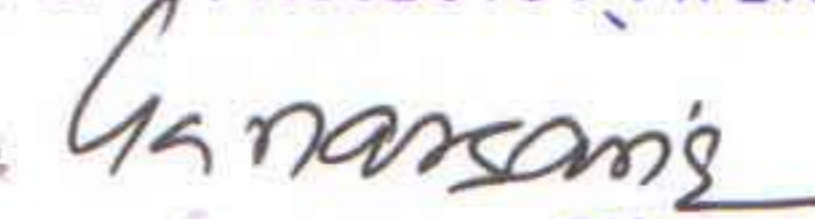
**26 ACKNOWLEDGEMENTS**

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.

**Registered Office: -**  
54/5A, Strand Road  
Kolkata-700006

By Order Of The Board

For R. B. N. PROJECTS PVT. LTD.

  
Director  
(GAUTAM NARSARIA)  
Director – DIN 00799727

**Dated: 9<sup>th</sup> August 2018**

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2018 of  
R.B.N.PROJECTS PVT.LTD.

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U45400WB2009PTC139467
2	Registration Date	17th November 2009
3	Name of the Company	R.B.N.PROJECTS PVT.LTD.
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	54/5A, Strand Road, Kolkata-700006
6	Whether listed company	No.
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

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)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Builders		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	-	-	-	-	2(6)
2	-	-	-	-	2(6)

VI. 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-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF		25,000	25,000	96.15%		25,000	25,000	96.15%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>		25,000	25,000	96.15%		25,000	25,000	96.15%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>			-	0.00%			-	0.00%	0.00%
<b>TOTAL (A)</b>		25,000	25,000	96.15%		25,000	25,000	96.15%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>			-	0.00%			-	0.00%	0.00%

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian									
			-	0.00%			-	0.00%	0.00%
ii) Overseas									
			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
		1,000	1,000	3.85%		1000	1,000	3.85%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
			-	0.00%			-	0.00%	0.00%
c) Others (specify)									
Non Resident Indians									
			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies									
			-	0.00%			-	0.00%	0.00%
Foreign Nationals									
			-	0.00%			-	0.00%	0.00%
Clearing Members									
			-	0.00%			-	0.00%	0.00%
Trusts									
			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R									
			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-									
	-	1,000	1,000	3.85%	-	1,000	1,000	3.85%	0.00%
Total Public (B)									
	-	1,000	1,000	3.85%	-	1,000	1,000	3.85%	0.00%
C. Shares held by Custodian for GDRs & ADRs									
			-	0.00%			-	0.00%	0.00%
Grand Total (A+B+C)									
	-	26,000	26,000	100.00%	-	26,000	26,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gautam Narsaria	5,000	19.23%	0	5,000	19.23%	0	0.00%
2	Naveen Kumar Bajaj	4,980	19.15%	0	4,980	19.15%	0	0.00%
3	Gaurav Narsaria	100	0.38%	0	100	0.38%	0	0.00%
4	Basant Kumar Narsaria	100	0.38%	0	100	0.38%	0	0.00%
5	Ram Niranjn Bajaj	10	0.04%	0	10	0.04%	0	0.00%
6	Gayatri Devi Narsaria	100	0.38%	0	100	0.38%	0	0.00%
7	Rinku Narsaria	4,500	17.31%	0	4,500	17.31%	0	0.00%
8	Shweta Narsaria	100	0.38%	0	100	0.38%	0	0.00%
9	Gautam Narsaria (HUF)	2,100	8.08%	0	2,100	8.08%	0	0.00%
10	Satya Bhama Bajaj	5,000	19.23%	0	5,000	19.23%	0	0.00%
11	Ram Niranjn Bajaj (HUF)	1,500	5.77%	0	1,500	5.77%	0	0.00%
12	Naveen Kumar Bajaj (HUF)	1,500	5.77%	0	1,500	5.77%	0	0.00%
13	Sangita Bajaj	10	0.04%	0	10	0.04%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoter's shareholding during F.Y. 2017-18

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			-	-	-	-
	Date wise increase / decrease in Promoter's shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			-	-	-	-

**(iv) Shareholding Pattern of top ten Shareholders***(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Ritika Banka						
	At the beginning of the year			1,000.00	3.85%	1,000.00	3.85%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			1,000.00	3.85%	1,000.00	3.85%

**(v) Shareholding of Directors and Key Managerial Personnel**

SN	For each of the Directors and KMP	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Gautam Narsaria						
	At the beginning of the year			5,000.00	19.23%	5,000.00	19.23%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			5,000.00	19.23%	5,000.00	19.23%
2	Naveen Kumar Bajaj						
	At the beginning of the year			4,980.00	19.15%	4,980.00	19.15%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			4,980.00	19.15%	4,980.00	19.15%
3	Gaurav Narsaria						
	At the beginning of the year			100.00	0.38%	100.00	0.38%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			100.00	0.38%	100.00	0.38%
4	Basant Kumar Narsaria						
	At the beginning of the year			100.00	0.38%	100.00	0.38%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			100.00	0.38%	100.00	0.38%
5	Ram Niranjan Bajaj						
	At the beginning of the year			10.00	0.04%	10.00	0.04%
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment, transfer / bonus / sweat equity etc.)			-	-	-	-
	At the end of the year			10.00	0.04%	10.00	0.04%

**(v) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	28.20	592.48	-	620.68
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>28.20</b>	<b>592.48</b>	<b>-</b>	<b>620.68</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	7.36	-	-	7.36
* Reduction	-	(34.05)	-	(34.05)
Net Change	7.36	(34.05)	-	(26.69)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	35.56	558.43	-	593.99
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>35.56</b>	<b>558.43</b>	<b>-</b>	<b>593.99</b>

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Name	Gautam Narsaria	
		Gaurav Narsaria	Gautam Narsaria	
		Designation	Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		6.00	3.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission		-	-
	- as % of profit		-	-
	- others, specify		-	-
5	Others, please specify		-	-
	Total (A)		6.00	3.60
	Ceiling as per the Act			

B. Remuneration to Other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lac)
		Name		
		Designation		
1	Independent Directors			
	Fees for attending Board/committee meetings		-	-
	Commission		-	-
	Others, please specify		-	-
	Total (1)		-	-
2	Other Non-Executive Directors			
	Fees for attending Board/committee meetings		-	-
	Commission		-	-
	Others, please specify		-	-
	Total (2)		-	-
	Total (B) = (1+2)		-	-
	Overall Ceiling as per the Act			



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name Designation	CEO	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-		
2	Stock Option		-		
3	Sweat Equity		-		
4	Commission				
	- as % of profit		-		
	- others, specify		-		
5	Others, please specify		-		
	Total		-		

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					