

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.

Board Meetings held during the year under review:

During the year under review, 4 (Four) Meetings of the Board of Directors were held, details of which are given below:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	20/05/2016	2	2	100%
2	23/08/2016	2	2	100%
3	08/11/2016	2	2	100%
4	28/02/2017	3	3	100%

Declaration by Independent Director under Sub Section (6) of Section 149:

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

Explanations and comments on Auditors Reports:

There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditor in the Auditors' Report.

Particulars of Loan, Guarantee and Investment under Section 186:

The Loans or Guarantees given or taken, or securities provided by the company in the Financial Year 2016-17 has been disclosed as per Section 186 of the Companies act, 2013 in the notes to accounts in the Annual Report.

Particulars of Related Parties Transactions under Section 188:

All the related party transactions have been disclosed below in Annexure-I as per Section 188 of the Companies Act, 2013.

Transfer to reserves

During the year under review, the company has suffered a loss of Rs 34,682.00 which will be carried over to the Balance Sheet under the head 'Reserve and Surplus'.

Dividend:

During the year under review, your directors have decided not to recommend any dividend for the financial year ended March 31, 2017

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby confirms that: -

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed and there were no material departures;
- (ii) The directors have 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 the end of the financial year as at March 31, 2017 and of the profit or loss of the company for that period;
- (iii) The directors have 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;
- (iv) The directors have prepared the annual accounts on a going concern basis;
- (v) The directors had devised proper system to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

There is no unclaimed dividend lying with the Company as on the date of Balance Sheet.

Corporate Social Responsibility

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

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

- a) Conservation of Energy: NIL
- b) Technology Absorption: NIL
- c) Foreign Exchange Earning & Outgo: NIL

Risk Management Policy:

Although the Company has not constituted a Risk Management Committee, but from time to time there is a review procedure followed by Directors to check and identify elements of risk that could threaten the existence of the Company and take steps for development and implementation of the Risk Management Policy if required. The elements of risk threatening the Company's existence are very minimal.

Directors and Key Managerial Personnel Appointment

Rakesh Gupta has been appointed as a new director w.e.f 02/01/2017. There is no other change in the directors or key managerial personnel.

Subsidiary Companies, Joint Ventures and Associate Companies:

Your Company does not have any Subsidiary Company, Joint Venture or Associate Company.

Deposits:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Significant and material orders passed by the Regulators or Courts or tribunals impacting the going concern status

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

Adequacy of Internal Financial Controls with reference to the Financial Statements:

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. However, the provisions of Companies Act, 2013 pertaining to the Internal Audit do not apply to our Company.

Vigil Mechanism

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

Performance Evaluation of Board and Directors:

The provisions of Section 134 (3) (p) read with rule 8(4) Companies (Accounts) Rules, 2014 do not apply to our Company.

Appointment of Auditor & Auditor's Report:

M/s Suraj Prakash Joshi & co., Chartered Accountants, Raiganj, be and is hereby appointed as the Statutory Auditor of the Company for a period of 5 years. The appointment of the same will be ratified at the ensuing Annual General Meeting.

Shares

a. Buy back of Securities

Your Company has not bought back any of its securities during the year under review.

b. Sweat Equity Shares

Your Company has not issued any Sweat Equity Shares during the year under review, but the same is being planned for Mr. Rakesh Gupta as he is a qualified person adding immense value to the engineering aspect in the Affordable Housing Projects.

c. Bonus Shares

No Bonus Shares were issued during the year under review.

d. Employees Stock Option Plan

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

Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Directors 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.

Acknowledgements:

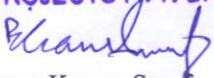
Your Company and its Director take this opportunity to record their appreciation of the assistance and support extended by all government, banks, financial institution, consultants and shareholders of Your Company, executives. The Director also expresses their sincere appreciation for the dedicated efforts put in by all the employees and for their continued contribution for the improved performance of your company during the year

For and on behalf of Board of Directors

SQUAREWOOD PROJECTS PVT. LTD. SQUAREWOOD PROJECTS PVT. LTD.

Date: 18.08.2017.

Place: Kolkata


Bikram Kumar Saraf
Director

(Din: 00575618)


Rakesh Gupta
Director

(Din: 06559805)

ANNEXURE-I: Particulars of contracts/arrangements made with Related Parties
[Pursuant to Sec 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014: AOC-2]

Details of Contracts or Arrangements or Transactions not at Arm's Length Basis:

There were no contracts, arrangements or transactions which were not at arm's length basis.

Details of Contracts or Arrangements or Transactions at Arm's Length Basis:

The details of Contracts or Arrangements or Transactions at Arm's Length Basis for the Year ended 31st March, 2017 are:

Name of Related Party	Nature of Relationship	Duration of	Salient Terms	Amount in Rs.
BIKRAM KUMAR SARAF Rakesh Gupta	Director Director	-	Unsecured Loan Given to the Company	520,000.00
			Remuneration	750,000.00

SQUAREWOOD PROJECTS PVT. LTD. - SQUAREWOOD PROJECTS PVT. LTD.

Bikram Kumar Saraf

Director
Bikram Kumar Saraf
(DIN: 00575618)

Rakesh Gupta

Director
Rakesh Gupta
(DIN: 06559805)

ANNEXURE-II: Extract of Annual Return as on 31st March, 2017
FORM MGT-9

[Pursuant to Sec 92(3) of the Companies Act, 2013, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

REGISTRATION AND OTHER DETAILS

Corporate Identification Number(CIN) of the Company:

U70100WB2013PTC196512

Registration Date:

14/8/2013

Name of the Company:

SQUAREWOOD PROJECTS PRIVATE LIMITED

Category/ Sub Category of the Company:

Real estate

Address of the Registered Office and Contact Details:

6, Lyons Range Unit No.2, 5th Floor Kolkata-700001, West Bengal

Listed Company:

NO

Name, Address and Contact Details of Registrar and Transfer Agent, if any:

NOT APPLICABLE

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

There was no such principal activity carried on by the company during the year ended 31.03.2017.

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

There is no holding, subsidiary or associate company as on 31.03.2017.

SQUAREWOOD PROJECTS PVT. LTD.

Bikram Kumar Saraf
Director

Director
Bikram Kumar Saraf
(DIN: 00575618)

SQUAREWOOD PROJECTS PVT. LTD.

Rakesh Gupta
Director

Director
Rakesh Gupta
(DIN: 06559805)

SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

i) Category Wise Shareholding

Category of Shareholders	No. of Shares held at the Beginning of the Year		No. of Shares held at the End of the Year		% Change During the Year
	Demat	Physical	Physical	Total	
A. PROMOTERS AND PROMOTERS GROUP					
(1) INDIAN					
(a) Individual/HUF	-	10,000.00	10,000.00	10,000.00	NO CHANGE
(b) Central Govt	-	-	-	-	
(c) State Govt(s)	-	-	-	-	
(d) Bodies Corporate	-	-	-	-	
(e) Banks/ Financial Institutions	-	-	-	-	
(f) Any other	-	-	-	-	
SUB TOTAL(1)	-	10,000.00	10,000.00	10,000.00	NO CHANGE
(2) FOREIGN					
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	
(b) Other Individuals	-	-	-	-	
(c) Bodies Corporate	-	-	-	-	
(d) Banks / Financial Institutions	-	-	-	-	
(e) Any Other	-	-	-	-	
SUB TOTAL(2)	-	-	-	-	
TOTAL SHAREHOLDING OF PROMOTERS	-	10,000.00	10,000.00	10,000.00	NO CHANGE
A=(1+2)					
B. PUBLIC SHAREHOLDING					
(1) INSTITUTIONS					
(a) Mutual Funds	-	-	-	-	
(b) Banks/ Financial Institutions	-	-	-	-	
(c) Central Govt	-	-	-	-	
(d) State Govt(s)	-	-	-	-	
(e) Venture Capital Funds	-	-	-	-	
(f) Insurance Companies	-	-	-	-	
(g) Foreign Institutional Investors	-	-	-	-	
(h) Foreign Venture Capital Funds	-	-	-	-	
(i) Any Other	-	-	-	-	
SUB TOTAL(1)	-	-	-	-	

SQUAREWOOD PROJECTS PVT. LTD.

Director
Bikram Kumar Saraf
(DIN: 00575618) **Director**

Director
Rakesh Gupta
(DIN: 06559805) **Director**

(2) NON-INSTITUTIONS										
(a) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-	-
(i) Individuals holding nominal share capital upto Rs. 1 Lakh	-	-	-	-	-	-	-	-	-	-
(ii) Individuals holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
(c) Any Other	-	-	-	-	-	-	-	-	-	-
(l) Foreign Bodies	-	-	-	-	-	-	-	-	-	-
(ii) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-
(iii) NRI/ OCB	-	-	-	-	-	-	-	-	-	-
(iv) Trusts	-	-	-	-	-	-	-	-	-	-
SUB TOTAL(2)	-	-	-	-	-	-	-	-	-	-
TOTAL PUBLIC SHAREHOLDING B= (1+2)	-	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	100.00
TOTAL (A+B)	-	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	100.00
(C) SHARES HELD BY CUSTODIANS FOR ADRS	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL(A+B+C)	-	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	100.00

ii) Shareholding of Promoters

Sl. No	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	BIKRAM KUMAR SARAF	5,000.00	50.00	NIL	5,000.00	50.00	NIL	NO CHANGE
2	VIKASH BANSAL	5,000.00	50.00	NIL	5,000.00	50.00	NIL	NO CHANGE

iii) Change in Promoters Shareholding (Please specify if there is no change)
No change in the promoter's shareholding had been took place.

iv) Shareholding pattern of top ten shareholders (Other than directors, promoters and holders of GDRs and ADRs)
No shares has been held by the persons other than promoters.

SQUAREWOOD PROJECTS BVT. LTD. SQUAREWOOD PROJECTS PVT. LTD.

Bikram Saraf
Director

Director
Bikram Kumar Saraf
(DIN: 00575618)

Rakesh Gupta
Director

Director
Rakesh Gupta
(DIN: 06559805)

Director

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Particulars	Shareholding during the year	Cumulative Shareholding during the year
		No. of Shares	No. of Shares of the company
1	BIKRAM KUMAR SARAF		
	At the beginning of the year	5,000.00	5,000.00
	Datewise Increase/ Decrease in shareholding during the year specifying the reasons for Increase/ Decrease (e.g allotment, transfer, bonus issue, sweat issue, etc.)	-	-
	At the end of the Year	5,000.00	5,000.00
2	VIKASH BANSAL		
	At the beginning of the year	5,000.00	5,000.00
	Datewise Increase/ Decrease in shareholding during the year specifying the reasons for Increase/ Decrease (e.g allotment, transfer, bonus issue, sweat issue, etc.)	-	-
	At the end of the Year	5,000.00	5,000.00
	TOTAL	10,000.00	10,000.00

SQUAREWOOD PROJECTS PVT. LTD.

SQUAREWOOD PROJECTS PVT. LTD.

Director
Bikram Kumar Saraf
(DIN: 00575618)

Director
Rakesh Gupta
(DIN: 06559805)

INDEBTEDNESS

Indebtedness of the company including interest outstanding/ accrued but not due for payment:

Particulars	Secured		Unsecured Loans	Total Indebtedness
	Loans excl. Deposits			
Indebtedness at the beginning of the year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in indebtedness during the financial year				
Addition	-	520,000.00	520,000.00	520,000.00
Reduction	-	-	-	-
Net Change	-	520,000.00	520,000.00	520,000.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	520,000.00	520,000.00	520,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	-	520,000.00	520,000.00	520,000.00

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director/ Whole-time Director or/and Manager**

No remuneration has been paid to any director except to Mr. Rakesh Gupta (Director) for Rs 750,000 as salary for the period January 2017 to March 2017.

B. Remuneration to other directors

N.A.

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There was no Penalty imposed in the name of the company. Neither the company is indulged in any offences nor any punishment has been announced in the name of the company during the year ending 31st of march 2017.

SQUAREWOOD PROJECTS PVT. LTD.**SQUAREWOOD PROJECTS PVT. LTD.**Director
Bikram Kumar Sarator
(DIN: 00575618)
Director
Rakesh Gupta
(DIN: 06559805)
Director

Closing Cash in hand as on 08.11.2016	-	69,738.00	69,738.00
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	-	-
(-) Amount Deposited in Banks	-	-	-
Closing Cash in hand as on 30.12.2016	-	69,738.00	69,738.00

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated November 08, 2016. The disclosures with respects to 'Permitted Receipts', 'Permitted Payments', 'Amount Deposited in Banks' and 'Closing Cash in Hand as on 30.12.2016' is understood to be applicable in case of SBNs only.

Related Party Disclosures

As per AS-18, Related Party Transactions are transfer of resources or obligations between related parties, regardless of whether or not a price is charged. Related Parties means parties which are considered to be related if at any time during the reporting period the party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions. The disclosures in the notes to accounts as stated in AS-18, are made below:

KEY MANAGEMENT PERSONNEL:

- BIKRAM KUMAR SARAF (Director)
- VIKASH BANSAL (Director)
- RAKESH GUPTA (Director)

ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL EXERCISE SIGNIFICANT INFLUENCE:

- Exceptional Suppliers Private Limited.

DISCLOSURE OF TRANSACTION BETWEEN REPORTING ENTERPRISES AND RELATED PARTY AND THE STATUS OF OUTSTANDING AS ON 31ST MARCH 2017:

Particulars	2016-17	2016-17	2015-16	2015-16
	Key Management personnel	Enterprise having Significant influence	Key Management personnel	Enterprise having Significant influence
Director Remuneration	-	-	-	-
Advance / Loan Taken:	-	-	-	-
Opening (a)	-	-	-	-
Taken during the year (b)	5,20,000.00	-	-	-
Interest Paid (c)	-	-	-	-
Repaid during the year (d)	-	-	-	-
Closing (a+b+c-d)	5,20,000.00	-	-	-

In terms of our attached report of even date

for Suraj Prakash Joshi & Co.

Chartered Accountants

FRN No: 327358E

For and on Behalf of Board

SQUAREWOOD PROJECTS PRIVATE LIMITED

Suraj Prakash Joshi
Proprietor

(BIKRAM KUMAR SARAF)
Director

(RAKESH GUPTA)
Director

(DIN: 00575618)

(DIN: 06559805)

CA, M No: 300190

Place: Kolkata

Date: 18.08.2017,