

# ALEKHYA PROPERTY DEVELOPMENTS PRIVATE LIMITED

# 2/4, Langford Garden, Richmond Town, Bengaluru - 560 025, India.

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CIN-U45200KA2011PTC059904

## Board's Report

Dear Members,

Your Directors hereby present the 11<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements and Auditors' Report of your company for the financial year ended 31<sup>st</sup> March, 2022. The Company is a Private Limited Company which has listed its Debentures via Private Placement and therefore as per the provisions of Companies (Specification of definitions details) Second Amendment Rules, 2021 via Circular dated 19<sup>th</sup> February, 2021, it is not treated as a Listed Company for the purpose of Companies Act, 2013. The Provisions of SEBI Listing Obligation and Disclosure Regulations, 2015 are applicable to the Company.

### FINANCIAL/ OPERATIONAL HIGHLIGHTS

Your Company's financial highlights for the year ended March 31, 2022 are summarized below:

Particulars	(Rs. in Lakhs)	
	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Total Revenue	969.20	1,463.03
Total Expenses	8,974.68	4,425.47
Expenses transferred to WIP	7,732.97	3,135.72
Profit Before Tax	(272.50)	173.28
Less: Tax Expenses		
• Current Tax	12.11	65.77
• Deferred Tax		
Profit/(Loss) after tax	(284.61)	107.51

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year the revenue decreased from Rs. 1463.03 Lakhs to Rs. 969.20 Lakhs. The Company has incurred a loss of Rs. 284.61 Lakhs as compared to profit of previous year Rs. 107.51 Lakhs. Directors of the Company are hopeful of better performance in the years to come.

During the Financial year under review the company has issued and allotted 3150 Debentures on a Private Placement basis by following the provisions of Companies Act, 2013. out of which 1,500 (One Thousand Five Hundred) secured, listed, redeemable, non-convertible debentures of face

value of Rs. 10,00,000 (Indian Rupees Ten Lakhs Only) each, issued at par, as Series I Debentures, aggregating to Rs.150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) and 1,650 (One Thousand Six Hundred and Fifty) collateralised, unlisted, redeemable and non-convertible debentures of a face value of Rs. 10,00,000 (Indian Rupees Ten Lakhs only) each, issued at par, as Series II Debentures, aggregating to Rs. 165,00,00,000 (Indian Rupees One Hundred and Sixty Five Crores only)

#### **CHANGES IN THE NATURE OF BUSINESS, IF ANY**

There was no Change in the nature of the business of the Company

#### **MATERIAL CHANGES & COMMITMENTS**

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of financial year to which this financial statement relate on the date of this report.

#### **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**

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 as on the date of preparation of report.

#### **DIVIDEND**

The Company has not declared any dividend for the financial year ended 31.03.2022 due to losses.

#### **INVESTOR EDUCATION AND PROTECTION FUND**

There was no unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, remaining unclaimed / unpaid in relation to the Company. Hence the company is not required to transfer any amount/ shares to Investor Education and Protection Fund (IEPF).

#### **TRANSFER TO RESERVES**

The Company was not required to transfer any amount to General Reserves.

### **Share Capital:**

The Authorized Capital of the Company at the end of the Financial Year is Rs. 10,00,000/- (Rs. Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Ten Only) each.

And on the end of Financial Year the Paid up capital of the Company is Rs. 400,000/- (Four Lakhs only) divided into 40,000 (Forty Thousand) Equity Shares of Rs. 10/- (Ten Only) each.

There is no change in share capital of the company during the financial year under review.

#### **a) BUY BACK OF SECURITIES**

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

#### **b) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

#### **c) BONUS SHARES**

No Bonus Shares were issued during the year under review.

#### **d) ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS**

The company under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 [Chapter IV] has not issued any shares with Differential Rights.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

During the period under review, there were no changes in the composition of Board of Directors and key managerial personnel (KMP) of the Company.

Ms. Ritika was appointed as Company Secretary of the Company on 27<sup>th</sup> December, 2021.

Present Board's Composition is as below -

<b>Name</b>	<b>Designation</b>
Bilidale Madaiah Karumesh	Director
Bilidale Madaiah Jayeshankar	Director

Nidhi Jayashankar
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Director
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The Company was not required to appoint Independent Directors.

The Company was not required to appoint any other Whole Time Key Managerial Personnel as the Company is a Private Limited Company as per the provisions of Section 203 of The Companies Act, 2013.

### **MEETINGS OF THE BOARD OF DIRECTORS**

The Company conducted 13 board meetings during the Financial Year 2021-22 in adherence with Section- 173 of Companies Act, 2013 which is summarized as below:

<b>S.NO.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	25.06.2021	3	3
2.	05.07.2021	3	3
3.	03.09.2021	3	3
4.	04.09.2021	3	3
5	21.09.2021		
6	08.10.2021	3	3
7	02.11.2021	3	3
8	02.11.2021	3	3
9	24.11.2021		
10	15.12.2021	3	3
11	27.12.2021	3	3
12	14.02.2022	3	3
13	08.03.2022	3	3

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION & EMPLOYEES.**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company as our Company is a Private Limited Company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

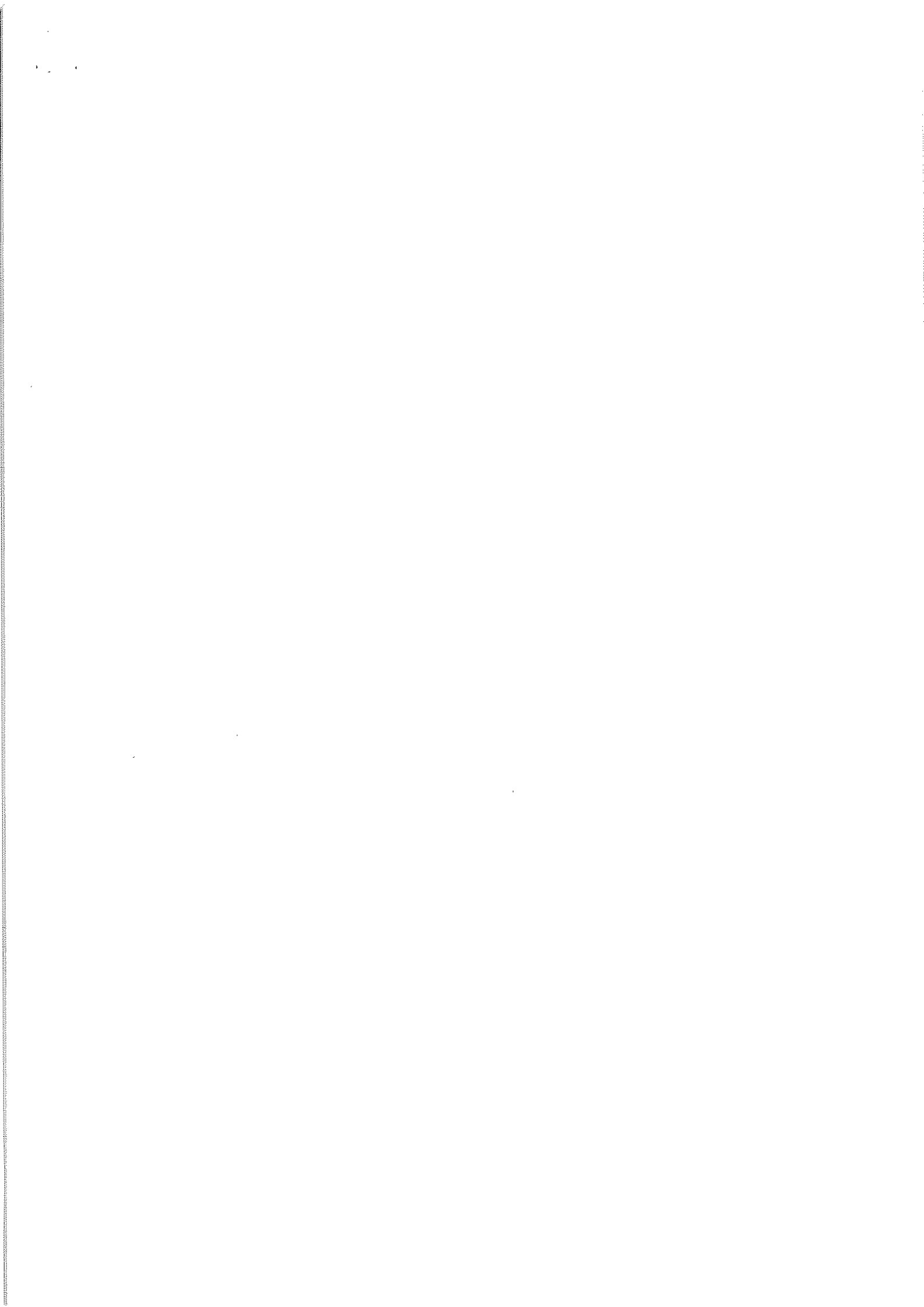
To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- (a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) That they 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) That they 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;
- (d) That they have prepared the annual accounts on a going concern basis; and
- (e) That they have devised system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to amendment in section 92 (3) of the Companies Act, 2013 on 28th August 2020 the Company is not required to upload the Annual Return as it does not have its website.

Pursuant to amendment in Rule 12 of the Companies (Management and Administration) Rules, 2014 on 05th March 2021, extract of Annual Return in MGT 9 is not required to be attached to the Directors Report.



## **STATUTORY AUDITORS**

At the Annual General Meeting held for the financial year ended on 31<sup>st</sup> March 2021, M/s. P.D. Sarang & Associates, Chartered Accountants, FRN :- 013423S, were appointed as statutory auditors of the company to hold office till the conclusion of Annual General Meeting to be held for the Financial year to be ended on 31<sup>st</sup> March, 2026.

The Company has received a certificate from the above Auditors to the effect that their appointment is in the accordance with the provisions of Section 141 of the Companies Act, 2013.

The Company, being a Private Limited Company and as per the provisions of Section 138 of Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 it was not required to appoint Internal Auditors for the financial year.

The Company, being a Private Limited Company and as per the provisions of Section 204 of Companies Act, 2013 it was not required to appoint Secretarial Auditors for the financial year.

## **AUDITOR'S REPORT FOR FINANCIAL YEAR 2021-22**

The Auditor's Report and notes forming part of the accounts are self-explanatory.

## **EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS AUDIT REPORT**

The Auditor's Report and notes forming part of the accounts are self-explanatory.

## **LOANS/ GUARANTEES/ INVESTMENTS**

The particulars of the loans, Guarantees or investments made by the Company forms part of the notes to Financial Statements. The Company being involved in providing infrastructural facilities read with point number 5 (a) of Schedule VI of Companies Act, 2013, the provisions of Section 186 are not applicable.

## **RELATED PARTY TRANSACTIONS**

There is no such transaction with related party details of which are required to be disclosed under Section 134(3)(h) of the Companies Act, 2013 in form AOC-2.

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and approval of the Board of Directors are being obtained wherever required.

The disclosure of transactions with related part as per accounting standard is given in the balance sheet/ notes to financial statements.

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

**A. Conservation of Energy,**

Particulars	Explanations
(i) the steps taken or impact on conservation of energy	The Company has adopted such technology to ensure maximum conservation of energy
(ii) the steps taken by the company for utilizing alternate sources of energy	It makes timely maintenance of accessories used in providing services to make optimum utilization of electricity.
(iii) the capital investment on energy conservation equipment's	No capital investment been made of conservation of equipment

**B. Technology Absorption**

Particulars	Explanations
(i) the efforts made towards technology absorption	NIL
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import;	NIL



(c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	
(iv) the expenditure incurred on Research and Development	NIL

### C. **Foreign Exchange Earnings and Outgo**

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

### **RISK MANAGEMENT POLICY**

Risk management is the process of identification, assessment and prioritization of risk followed by coordinated efforts to minimize, monitor and mitigate/ control the profitability and/ or the impact of unfortunate events or to maximize the realization of opportunities. Your Company's risk management process is designed to safeguard the organization from various risks through adequate and timely actions. The potential risks are inventoried and integrated with the management process such they receive the necessary consideration during decision making.

### **DETAILS OF DEBENTURE TRUSTEE**

The details of debenture trustee for the non-convertible debentures issued by the Company and listed on the debt segment of BSE Limited are as under:

Name: VISTRA ITCL (INDIA) LIMITED

Address: IL & FS Financial Centre plot. No C22, G Block, Bandrakurla Complex, Bandra East, Mumbai -400051

Phone no: +91 2226593042

### **DEPOSITS**

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii)

of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

- The internal financial control systems are commensurate with the size and nature of its operations.
- All legal and statutory compliances are ensured on a quarterly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately.
- Approval of all transactions is ensured through a preapproved Delegation of Authority Schedule which is reviewed periodically by the management.

### **PARTICULARS OF EMPLOYEES**

Your Company has not employed any individual whose remuneration falls within the purview of the limits prescribed by the provisions Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Rule 5(1) of the said rules is not applicable to the Company.

### **ANNUAL EVALUATION**

The provision of section 134(3)(p) relating to board evaluation is not applicable to the company.

### **POLICY ON DIRECTORS APPOINTMENT**

The provision of section 134(3) (e) relating to policy on Directors appointment and Remuneration is not applicable to the company.

### **CORPORATE SOCIAL RESPONSIBILITY**

Company does not fall under the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence complying with the provisions of this section does not apply.

### **OTHER DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review was occurred and the further provisions of relevant Sections of the Companies Act, 2013 are not applicable on the Company.

1. Provisions of Corporate Governance are not applicable to the Company.
2. Provisions of Vigil Mechanism under Section 177(9) and (10) of the Act are not applicable.

## **SEXUAL HARRASMENT AT WORKPLACE**

Your Directors hereby 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 and no cases are pending for the period under review.

## **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

No frauds reported by the Auditors.

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

The company has complied with the applicable secretarial standards.

## **COMMITTEES OF THE BOARD**

The details of composition of the Committees of the Board of Directors are as under:-

- a. Audit Committee: The Company being a Private Limited Company the Audit Committee is not required to be constituted.
- b. Nomination & Remuneration Committee: The Company being a Private Limited Company the Nomination & Remuneration Committee is not required to be constituted.
- c. Corporate Social Responsibility Committee (CSR Committee): The CSR Committee is not constituted as this is not applicable on the Company.
- d. Stakeholders Relationship Committee: The Company was not required to constitute the Stakeholders Relationship Committee as the number of shareholders during the financial year were less than 1000.

## ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**For and on behalf of the board of directors**



**B. M. Jayeshankar**

**Director**

**DIN: 00745118**

**New No. 6, (Old No. 245), 18th Cross,  
Sadashivanagar,  
Bangalore - 560080**



**B. M. Karunesh**

**Director**

**DIN: 00693174**

**Villa No. 46, Phase I, Adarsh Palm  
Meadows, Varthur Road, Whitefield  
Ramagondahalli, Bangalore - 560066**

**Place: Bengaluru**

**Date: 30.05.2022**