

MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

NOTICE

Notice is hereby given that the 1st Annual General Meeting of the Members of Moira Institute of Design Private Limited will be held on Friday the 28th December, 2018 at 11:00 A.M at registered office of the Company situated at Survey No. 293/2 Niranjapur, Ring Road Square Indore (M.P.) 452001 to transact the following business:-

Item No. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31st March, 2017 and the report of the Board & Auditors thereon.

Item No. 2- ORDINARY RESOLUTION FOR THE APPOINTMENT OF AUDITOR OF THE COMPANY

“RESOLVED THAT pursuant to section 139 of Companies Act, 2013 M/s Mak & Associates Chartered Accountants (Firm Registration No. 003060C) be and is hereby appointed as statutory auditor of the company to hold office from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting to be held in the year 2023 and on such remuneration as may be decided by the Board of Directors of the Company.

FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

DATE: 04/09/2018
PLACE: INDORE



VIMAL TODI
DIRECTOR
DIN: 00106880

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. the proxy need not be a member of the company.
2. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. The relevant Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed herewith.

FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

DATE: 04/09/2018
PLACE: INDORE



VIMAL TODI
DIRECTOR
DIN: 00106880

BOARDS' REPORT

To
The Members of
Moirra Institute of Design Private Limited

The Board of Directors hereby submits the 1st report of the business and operations of your Company along with the audited financial statements for the period 12th December 2017 to 31st March, 2018.

Your directors submit the following particulars/disclosures and information as required under Section 134(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014 and other applicable rules thereunder.

EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the period 12th December 2017 to 31st March, 2018 is annexed hereto as "*Annexure I*" and forms part of this report.

MEETINGS OF THE BOARD

The Board met at regular intervals to discuss and decide on Company's business policy and strategy apart from other Board businesses. The Board met 3 times during the period ended 31st March, 2018. The maximum gap between any two Board Meetings was not less than Ninety days.

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 statements in terms of Section 134(3) (c) of the Companies Act, 2013:

1. that in the preparation of the Annual Financial Statements for the period ended on 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that such accounting policies as mentioned in Significant Accounting Policies of the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of Company as at March, 31st 2018 and the Profit/loss of the Company for the year ended on that date;
3. that proper and sufficient care has been taken 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;
4. that the Annual Financial Statements have been prepared on a going concern basis;
5. that the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS U/S 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There is no fraud which are reportable by the Auditors to the Central Government and which needs to be disclosed in the Board report during the period under review.

AUDIT REPORT AND AUDITORS

Statutory Auditor

M/s Mak & Associates, Chartered Accountants, Indore were appointed as First Statutory Auditor of the Company at the Board Meeting held on 13th December, 2017 upto the next Annual General Meeting. As per

the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors for a period of five years is due for appointment at the ensuing Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

PARTICULARS OF LOANS, GUARANTEES, SECURITY OR INVESTMENTS U/S 186:

In terms of Section 186 of the Companies Act, 2013 your Company has not provided or made any loans, investments and guarantee or security during the period under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO SECTION 188(1):

There are no materially significant related party transactions during the period under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

THE STATE OF THE COMPANY'S AFFAIRS:

The Company did not commence any operation and is yet to start the business activities as mentioned in Memorandum Of Association. The company has activities related to fashion designing, beauty parlors, boutiques, interior and external decoration designing & other related activities and to operate and run classes, school, college, coaching institute, training centres, distance education, education through the multimedia, internet, organize fashion show, exhibitions programs, social and cultural stage shows, personality development programs, whether with its own or in collaboration and/or with the joint venture of other parties whether in India or abroad. The promoters of the Company continues to support the Company financially as and when required for running the Company. Hence the going concern assumption is appropriate.

The Company is having authorized share capital of Rs. 10,00,000 divided into 1,00,000 Equity Shares of Rs. 10/- each and the issued, subscribed and paid-up capital of the Company is Rs. 5,00,000 divided into 50,000 Equity Shares of Rs.10/- each.

During the year under review, your Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2018, none of the Directors hold convertible instruments.

DIVIDEND

No Dividend was declared for the current period by the Company.

TRANSFER TO RESERVES:

During the period under review your Company has not transferred any amount to the general reserves.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS UNDER SECTION 149(6):

The Company is not required to appoint Independent Directors therefore the requirement of declaration pursuant to section 149(6) of the Companies Act, 2013 is not applicable.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS UNDER SECTION 178(3):

The Company is not covered u/s 178(1) hence the information as required u/s 178(3) is not applicable to the Company during the year ended on 31st March, 2018.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED DURING THE PERIOD 12TH DECEMBER 2017 TO 31ST MARCH 2018 TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

NICG Combines Pvt. Ltd. (Transferor company) and Moira Institute of Design Pvt. Ltd. (Transferee company) filed petition of Scheme of Amalgamation under section 230 to 232 of the Companies Act, 2013 before the National Company Law Tribunal, Ahmedabad for sanctioning the scheme.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the period under review.

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK

The Company is not having any specific policy in this respect. However the board reviews the business and financial risks from time to time.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Since the Company is not listed with any stock exchange and does not have the paid up capital as prescribed, the statement as required to be given is not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In view of the paid up capital, profits and turnover of your Company, it does not fall under the provisions of the section 135 of the Companies Act, 2013 and the rules made there under, The Company is neither required to constitute the CSR Committee nor expenses there under.

OTHER MATTERS AS PRESCRIBED TO BE INCLUDED IN BOARD'S REPORT U/S 134:

Pursuant to the Rule 8 of the Companies (Accounts) Rules, 2014 your directors submit the followings:

FINANCIAL SUMMARY

Financial Results: The company has not commenced any operation and therefore the financial result are not given for the period.

THE CHANGE IN THE NATURE OF BUSINESS, IF ANY;

There is no change in the nature of business activities of the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same.

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year no Company has become or ceased to be Subsidiaries, Joint Ventures or Associate of your Company.

DEPOSITS

(i) Details relating to deposits, covered under Chapter V of the Act,-

(a) accepted during the year	: Nil
(b) remained unpaid or unclaimed as at the end of the year	: Nil
(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	: Nil

(ii) Details of deposits which are not in compliance with the requirements of Chapter V of the Act:

The Company has not accepted any deposits which are not in compliance of the Companies (Acceptance of Deposits) Rules 2014 during the year.

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: Nil

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

NON APPLICABILITY OF CERTAIN PROVISIONS OF THE COMPANIES ACT 2013 DURING THE PERIOD STARTING FROM 12th December, 2017 TO 31st MARCH 2018:

In view of the status of the Company as a private limited Company, the following requirements of the Companies Act, 2013 are not applicable as such:

- 1) Since your Company is not having any Subsidiary, Joint Venture or Associate Company, therefore, the Company is not required to prepare consolidated financial statements.
- 2) Constitution of Audit Committee and Nomination and Remuneration Committee and requirement of vigil mechanism.
- 3) The Company is not required to conduct the Secretarial, Cost Audit and Internal Audit under the provisions of the Companies Act, 2013 during the period under review.
- 4) There is no employee drawing remuneration in excess of Rs. 8.5 Lakhs p.m. or Rs. 102.00 Lakhs p.a., therefore the disclosure as required under the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Persons) 2014, is not applicable to the Company.
- 5) There is no voting rights exercise by any employee of the Company pursuant to the section 67(3) read with the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

PARTICULARS OF INTERNAL COMMITTEE AND COMPLAINTS RECEIVED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees.

Your 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.

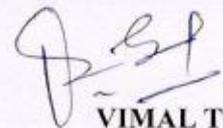
ACKNOWLEDGEMENT

Your Directors acknowledge all stakeholders of the Company viz. members, Bank and other business partners for the excellent support received from them during the period. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

DATE: 04/09/2018

PLACE: INDORE

FOR AND ON BEHALF OF BOARD



**VIMAL TODI
CHAIRMAN
DIN: 00106880**

**Extract of Annual Return
FORM MGT - 9**

As on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details

CIN	U80101MP2017PTC044669
Registration Date	12/12/2017
Name of the Company	Moira Institute of Design Private Limited
Category / Sub-Category of the Company	Company limited by shares
Address of the Registered Office and contact details	Survey No. 293/2 Niranjapur, Ring Road Square Indore MP 452001, Ph:0731-4051119
Whether listed Company	No
Name, Address and Contact Details of Registrar and Transfer Agents, if any	NA

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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company

III. Name and Address of the Holding, Subsidiary and Associate Company.

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable section
	N.A	-	-	-	-

IV. Shareholding Pattern (Equity Share Capital Breakup as % of the total Equity)

i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the time of incorporation		No. of Shares held at the end of the year		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
A. Promoters					
(1) Indian					
a) Individual / HUF	50,000	100%	50,000	100%	-
b) Central Govt.	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-
e) Banks / FI	-	-	-	-	-
f) Any Other....	-	-	-	-	-
Sub-Total (A)(1):	50,000	100%	50,000	100%	-
(2) Foreign					
a) NRIs – Individuals	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-
d) Banks / FI	-	-	-	-	-
e) Any Other...	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	50,000	100%	50,000	100%	100%

B. Public Shareholding					
(1) Institutions					
a) Mutual Funds / UTI	-	-	-	-	-
b) Banks / FI	-	-	-	-	-
c) Central Govt.	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-
g) FII's	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-
i) Others (specify)	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-
(2) Non-Institutions					
a) Bodies Corporate					
i) Indian	-	-	-	-	-
ii) Overseas	-	-	-	-	-
b) Individuals					
Individual Shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-
Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-
c) Others (specify)					
i) NRI / OCBs	-	-	-	-	-
Sub-Total (B) (2):	-	-	-	-	-
Total Public Shareholding (B) = (B) (1)+ (B) (2)	-	-	-	-	-
Grand Total (A+B)	50,000	100%	50,000	100%	100%

(ii) Shareholding of Promoters

Shareholders Name	No. of Shares held at the time of incorporation		Shareholding at the end of the year		% change in shareholding during the year
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
Vimal Todi	25,500	51.00%	25,500	51.00%	-
Sadhana Todi	24,500	49.00%	24,500	49.00%	-
Total	50,000	100.00%	50,000	100.00%	-

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

Particulars	No. of Shares held at the time of incorporation		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	50,000	100%		
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat Equityetc):				
At the end of the year			50,000	100%

(iv) Share holding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	No. of Shares held at the time of incorporation		Shareholding at the end of the year		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease	
-	-	-	-	-	-	-	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Director & KMP	No. of Shares held at the time of incorporation		Shareholding at the end of the year		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease	
Vimal Todi	25,500	51.00%	25,500	51.00%	-	-	-	-	-	-
Sadhana Todi	24,500	49.00%	24,990	49.00%	-	-	-	-	-	-
Pramod Kumar Lokhande	-	-	-	-	-	-	-	-	-	-
Punit Sureka	-	-	-	-	-	-	-	-	-	-

V. INDEBTNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial 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	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTOR AND KMP

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

S.No	Particular of Remuneration	MD/WTD/ Manager	Total
1	Gross Salary	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Variable Pay	-	-
5	Others, please specify, Medical, Education, LTA, PF, Gratuity	-	-
	Total	-	-
	Ceiling as per the Act	NA	NA

B. Remuneration to other Directors:

1. Independent Directors

S.No.	Particular of Remuneration	N.A
1	-Fee for attending Board/Committee Meetings	-
2	-Commission	-
3	- Others, please specify	-
	Total B.1	-

2. Non-Executive Directors:

S.N	Particular of Remuneration	Total
1	-Fee for attending Board/Committee Meetings	-
2	-Commission	-
3	- Others, please specify	-
	Total B.2	-
	Total (B1+B2)	-
	Total Managerial Remuneration	-
	Overall Ceiling as per the Act	NA

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

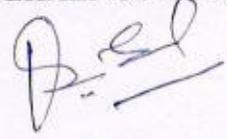
S. No	Particulars of Remuneration	KEY MANAGERIAL PERSON			
		CEO	COMPANY SECRETARY	CFO	TOTAL
1	Gross Salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of Salary under Section 17 (3) Income-Tax, Act 1961	-	-	-	-
	Stock Option	-	-	-	-
2	Sweat Equity	-	-	-	-
3	Commission	-	-	-	-
	As % of Profit	-	-	-	-
4	Other, Specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES:

There is no demand for penalty, fine or punishment against the Company and any of its directors and the officers under the provisions of the Companies Act, 2013, hence the matter for filing of application for compounding or payment of compounding fee as the information as required to be disclosed is Nil.

DATE: 04/09/2018
PLACE: INDORE

FOR AND ON BEHALF OF BOARD



VIMAL TODI
CHAIRMAN
DIN: 00106880

M A K & ASSOCIATES
Chartered Accountants
Chaturvedi Mansion, 3rd, Floor, 26/4, Old Palasia,
Opp. Bank of Baroda, A.B. Road, INDORE - 452018 (M.P)
Tel: 0731- 2561790, 2561791 Fax: 0731-2562590
E-mail: maknassociates@rediffmail.com

INDEPENDENT AUDITOR'S REPORT

To
The Members of
MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED** which comprise the Balance Sheet as at March 31, 2018, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to



obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the standalone aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018; and
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, the same is not applicable to the company.
2. As required by section 143(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report as per **Annexure A**.
- g) With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - II. The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : **INDORE**
Date : **04/09/2018**

For **MAK & ASSOCIATES,**
Chartered Accountants,
ERN No. 03060C


(CA **SANTOSH KUMAR SHARMA**)
PARTNER
M.NO.: 077735



"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

**Report of even date on the Standalone Financial Statements of
MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER
CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE
COMPANIES ACT, 2013**

We have audited the internal financial controls over financial reporting of **MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED** as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over



financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

OPINION

In our opinion, 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 31March 2018, based on the internal 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.

PLACE: INDORE
DATE: 04.09.2018

**For MAK & ASSOCIATES,
Chartered Accountants,
FRN 003060C**



**(CA SANTOSH KUMAR SHARMA)
PARTNER
M.NO. 077735**



MOIRA INSTITUTE OF DESIGN PVT LTD
CIN: U80101MP2017PTC044669
BALANCE SHEET AS AT 31 MARCH 2018

Particulars	Note No	As on 31.03.2018
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	2	500,000.00
(b) Reserves and Surplus	3	(25,400.00)
(c) Money received against share warrants		
(2) Share application money pending allotment		
(3) Non-Current Liabilities		
(a) Long-term borrowings		
(b) Deferred tax liabilities (Net)		
(c) Other Long term liabilities		
(d) Long term provisions		
(4) Current Liabilities		
(a) Short-term borrowings		
(b) Trade payables		
(c) Other current liabilities		
(d) Short-term provisions		
TOTAL		474,600.00
II.Assets		
(1) Non-current assets		
<i>(a) Fixed assets</i>		
(i) Tangible assets		
(ii) Intangible assets		
(iii) Capital work-in-progress		
(iv) Intangible assets under development		
(b) Non-current investments		
(c) Deferred tax assets (net)		
(d) Long term loans and advances		
(e) Other non-current assets		
(2) Current assets		
(a) Current investments		
(b) Inventories		
(c) Trade receivables		
(d) Cash and cash equivalents	4	474,600.00
(e) Short-term loans and advances		
(f) Other current assets		
TOTAL		474,600.00

(The notes referred to herein form an integral part of Balance sheet)
AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR MAK & ASSOCIATES,
CHARTERED ACCOUNTANTS
FRN / 003060C

CA. SANTOSH KUMAR SHARMA
(PARTNER)
M NO 077735

PLACE:INDORE
DATE: 04.09.2018



For and on behalf of the Board
FOR MOIRA INSTITUTE OF DESIGN PVT LTD

DIRECTOR
PRAMOD KUMAR LOKHANDE
DIN: 3183620

DIRECTOR
PUNEET SUREKA
DIN: 06400490

PLACE:INDORE
DATE: 04.09.2018

**MOIRA INSTITUTE OF DESIGN PVT LTD
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

Note-1

SHARE CAPITAL

PARTICULARS	31-Mar-18
AUTHORISED : 100000 Equity shares of Rs. 10/- each	1,000,000.00
ISSUED, SUBSCRIBED & PAID UP 50000 equity shares of Rs. 10/- each fully paid up in cash	500,000.00
TOTAL	500,000.00

2 (a). Reconciliation of no. of shares outstanding as at	31-Mar-18
No. of shares at the beginning of the year	-
Add: Shares issued	50,000.00
Less: Shares Bought Back	-
No. of shares at the end of the year	50,000.00

2 (b). Shareholder's holding more than 5% shares	No. of shares held
Name of the shareholder	
Mr. Vimal Todi	25,500.00
Mrs. Sadhna Todi	24,500.00
TOTAL	50,000.00

Note - 2

RESERVE & SURPLUS

PARTICULARS	31-Mar-18
Securities Premium Reserve	-
Opening Balance	-
Add: Profit & Loss for the year	-
Closing Balance	-
Preliminary Expenses	(25,400.00)
TOTAL	(25,400.00)

Note-3

CASH & CASH EQUIVALENT

PARTICULARS	31-Mar-18
Cash in hand	-
Balance with Scheduled bank in Current A/c	474,600.00
TOTAL	474,600.00



MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED
CIN: U80101MP2017PTC044669
293/2 NIRANJANPUR
RING ROAD SQUARE, INDORE (M.P.)

NOTE-1

1. CORPORATE INFORMATION

MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED is a private limited Company domiciled in India and incorporated under the provisions of the companies Act 2013. Presently the company is carrying out an Educational Centre. The company caters in domestic market.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India (Indian GAAP), the Accounting Standards (Accounting Standard Rules 2006 as amended) issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

The accounting policies adopted in preparation and presentation of financial statement are consistent with those of previous year except as suitably explained.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

A. SIGNIFICANT ACCOUNTING POLICIES:

PRESENTATION AND DISCLOSURE OF FINANCIAL STATEMENTS

Financial Statements during the year ended 31st March 2018, is prepared according to the schedule III notified under the Companies Act 2013, for the



preparation and presentation of its financial statements. The adoption of schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has reclassified the head of expenses & income and also previous year figures in accordance with the requirements applicable in the current year.

USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

ACCOUNTING CONVENTION AND REVENUE RECOGNITION:

The financial statements have been prepared in accordance with Historical Cost Convention. Both Income and Expenditure items are recognized generally on Accrual basis only if there is certainty of ultimate collection from sale of services.

FIXED ASSETS

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Statement of Profit and loss.



When assets are sold or discarded, their cost and accumulated depreciation are removed from the accounts and any gain or loss resulting from their disposal is included in the Statement of profit and loss. Further while computing income as per Income Tax Act, 1961, effect of sale/purchase shall be made according to the block of assets concept i.e. Addition in assets shall be added to the respective block of assets whereas disposal shall be reduced from it.

DEPRECIATION:

Depreciation on other fixed assets is provided using the Written down Value method. Depreciation is calculated on assets by taking into consideration the useful life and residual value of the assets as defined under the schedule II.

Depreciation on fixed assets is provided on WDV method as prescribed in Income Tax Act, 1961.

Besides, while computation proper adjustment of depreciation as per companies act shall be added and depreciation as per Income Tax Act shall be deducted to compute the total taxable income.

INVESTMENTS:

Securities listed on a recognized stock exchange is valued at actual cost as initially recognized or net realizable value, whichever is lower.

Securities not listed on a recognized stock exchange are valued at actual cost as initially recognized.

BORROWING COST:-

Borrowing costs that are attributable to the acquisition, production or construction of qualifying assets are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use. A qualifying asset is one that necessarily takes substantial period of 12



months or more time to get ready for its intended use. All other borrowing costs are charged to profit and loss account.

Borrowing cost that is attributable to bring the inventory into saleable condition shall be capitalized as part of cost when it takes substantial period of more than 12 months.

INVENTORIES:

Inventories are valued at Cost or Net Realizable Value whichever is lower.

FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction and exchange difference recognized in case of Revenue monetary items as income/expense.

IMPAIRMENT OF ASSETS:

The company assesses at each Balance sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

GOVERNMENT GRANTS:

Government grant is recognized on reasonable assurance of compliance of attached conditions and reasonable certainty of ultimate collection.



Nature & extent of grants reduced from the block of asset, grants not reduced from the block of assets with reasons & grants not recognized as income with reasons.

SECURITIES:-

Security acquired in exchange for another security, cost has to be taken as fair value of the security acquired.

Securities listed on a recognized stock exchange shall be valued at actual cost as initially recognized or net realizable value, whichever is lower.

Securities not listed on a recognized stock exchange are valued at actual cost as initially recognized.

TAXES ON INCOME:

Provisions for current tax have been made according to the provisions of Income Tax Act, 1961.

A provision is made for deferred tax of all timing differences arising between taxable incomes and accounting income at currently enacted tax rates. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and or reviewed for the appropriateness of their respective carrying values at each balance sheet date.

CONTINGENT LIABILITIES AND PROVISION:

These, if any, are disclosed in the notes to accounts. Provisions are made in the accounts, if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation. The Gratuity is not provided for the year in the accounts and amount is unascertained.



B. NOTES FORMING PART OF THE ACCOUNTS:

1. Current Assets, Loans and Advances

In the opinion of Board of directors the current Assets, Loans and Advances Have value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet and provisions for all known liabilities have been made at the year end.

2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

There are no micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more that 45 days as at March 31, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

3. During the year under audit, company had opened a new campus in Indore which is taken on lease for 5 years along with extension of 2 terms of 5 years, hence depreciation on building construction is taken as per useful life of 15 years under the companies act.

4. Net deferred Tax Assets/(Liabilities)

Particulars	Opening Balance	(Charged) / credited in P&L account for current period	Closing Balance
A. Deferred Tax assets	-	-	-
Timing Difference	-	-	-



Net deferred tax assets/ (liabilities)	-	-	-
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5. Earnings per share

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Net profit/(loss) attributable to share holders	-	-
Weighted average number of equity share in Nos.	-	-
Basic earnings per share of Rs. 10/- each	-	-

The company does not have any outstanding dilutive potential equity shares. Consequently the basic and diluted earnings per share of the company remain same.

6. Previous year figures have been regrouped and rearranged wherever considered necessary.

7. Auditor remuneration and expenses:

Particulars	2017-18	2016-17
Statutory Audit fess	5,000.00	-



8. Directors Remuneration

Current year	Previous Year
-	-

9. Foreign Exchange Earning & Outgo:

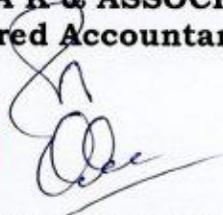
Earning in Foreign currency	NIL	NIL
Expenditure in Foreign currency	NIL	NIL

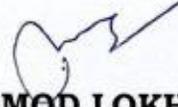
AS PER OUR REPORT OF EVEN DATE.

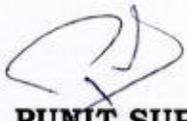
**For M A K & ASSOCIATES,
Chartered Accountants,**

FOR AND ON BEHALF OF THE BOARD,




**(CA SANTOSH KUMAR SHARMA)
PARTNER
M NO.: 077735
FIRM NO 003060C**


**PRAMOD LOKHANDE
DIRECTOR
DIN: 03183620**


**PUNIT SUREKA
DIRECTOR
DIN: 06400490**

**PLACE: INDORE
DATED: 04/09/2018**

MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

ATTENDANCE SLIP

1st ANNUAL GENERAL MEETING OF THE MEMBERS OF MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED ON FRIDAY, 28th DECEMBER 2018 at 11:00 A.M.

Date:	28.12.2018	Time:	11:00 A.M
Place:	Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh - 452001		

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio No.	
Name of the Shareholder	
Number. of shares held	

I hereby record my presence at the Annual General Meeting of the Company held on *Friday, 28th December 2018* at 11:00 A.M.

MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80101MP2017PTC044669

Name of the company: MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Registered office: Survey No. 293/2 Niranjapur, Ring Road Square, Indore, INDORE, Madhya Pradesh, India, 452001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: NA

I/We, being the member (s) of __ share of the above-named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: _____, or failing him

2. Name:

Address:

E-mail Id:

Signature: _____, or failing him

3. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held at Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh, India, 452001 on Friday, 28th day of December, 2018 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution

1. Adoption of Audited Financial Statements

2. Ordinary resolution for the appointment of auditor of the company

Signed this ___ 2018

Signature of shareholder

Signature of Proxy holder(s)

**Affix Revenue
Stamp**

MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

1. No instrument of proxy shall be valid unless,
 - a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing,
 - b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorized in writing,
 - c) in the case of a body corporate signed by its officer or an attorney duly authorized in writing.
2. An instrument of proxy shall be sufficiently signed by the shareholder and the proxy holder.
3. No instrument of Proxy shall be valid unless it is in Form MGT-11 and duly stamped.