SIMAR INFRASTRUCTURES LIMITED

CIN: U45200HR2009PLC039695

REGD. OFFICE: 208, VIRAT NAGAR, MODEL TOWN, PANIPAT-132 103

Directors' Report

TO

THE MEMBERS, SIMAR INFRASTRUCTURES LIMITED PANIPAT-132103, HARYANA

Yours Board of Directors have pleasure in presenting theirs 13th Annual Report on the business Operations of the company and the audited accounts for the year ended on 31st March 2022, with the introduction of new Companies Act 2013, the company has made the appropriate disclosures in Board report with the objective of accountability and transparency in the working of the company and to make you aware about the working & future perspective of the company.

-		Current Year Ended on	Previous Year ended on
•		31st March 2022	31st March 2021
1.	Financial Results	Rs. in Lacs	Rs. in Lacs
	Profit/((Loss) before Tax	672.75	493.22
	Less: Tax Expense (Current/Deferred	180.00	147.03
	Profit/(Loss) for the year	492.75	346.19

2. Turnover

The Gross Receipts of the company has been increased from Rs. 10981.69 Lac in the previous year to Rs. 15314.86 during the current financial year.

3. Dividend

No dividend is being recommended by the Board.

4. Reserves

The board does not propose to transfer any amount to the reserves.

5. Extract of Annual Return

Extract of the annual return have been annexed with this Board report in form MGT-9 as Annexure.

6. Number of Meetings of Board

There were SEVEN meetings of the Board of Directors held during the financial year 2021-22.

7. Statement on Declaration by Independent directors under Section 149(6) of Companies Act, 2013

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

8. Disclosure on the Nomination & Remuneration policy

The company is not required to constitute nomination and remuneration committees hence relative disclosures are not applicable.

9. Comment on auditor's Report and Secretarial Audit report

There are no qualification reservation or adverse remark or disclaimer in the Auditor Report for the year ended 31st March 2022 and boards comment are not required. Secretarial Audit is not applicable to the Company.

10. Particulars of loans, guarantees or Investments made under section 186

The Company neither has given any loans or guarantees nor made any investments which are covered under the provision of section 186 of the Companies Act, 2013.

Particulars of contract, arrangements with related parties referred to in section 188(1)

Transaction entered with related party are in the ordinary course of business and are at arms length and hence the section 188(1) is not applicable. Related party disclosures are set out in Notes to the financial Statements.

12 State of the company's affairs

The Company is engaged in the business of engineering services for Power and other Project including supply of Labour.

13 Material changes & Commitments

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

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 – NIL except Foreign Exchange Earning: Rs. 1,18,20,488.72

15 Disclosure relating to Risk Management policy

The company has a well laid down risk management policy for identification and management of the risk that may threaten the existence of the company.

16 Auditors

M/s MIDAS & Co. (FR. Regn No 023358N), Chartered Accountants were appointed as Auditors of the company for five years pursuant to provisions of section 139 of the Companies Act, 2013 (upto Financial Year 2024.25).

17 Disclosures on Corporate Social Responsibility

The disclosure on corporate social responsibility policy is not applicable to the company.

18 Change in Directors or Key Managerial Personnel

During the year sh. Chiranjiv Sodhi (DIN 09168595) and Sh. Jasbir Kumar Dang (DIN 09168605) were appointed as Independent Directors of the company pursuant to provisions of section 149(4) of the Companies Act, 2013. There are no other changes in the Board of Directors or Key Managerial Personnel during the year.

19 Details relating Deposits

The company has neither accepted any deposit nor there are any deposit outstanding at the end of the year

20 Details of significant and material orders passed by the regulators or courts or tribunals

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

21 Adequacy of Internal Financial Controls

The Company has adequate Internal Financial Control in the management of its financial affairs.

22 Director's responsibility Statement

Pursuant to the requirement under Section 134 (5) of the Companies Act 2013 your Director's confirm that:-

- 1. In preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable Accounting Standards have been followed and that there are no material departures;
- 2. Appropriate accounting policies have been selected and applied consistently and have made judgement 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 loss of the Company for the year ended on that date
- 3. 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 preventing & detecting fraud and other irregularities.
- 4. The annual accounts for the financial year ended 31st March, 2022 has been prepared on a going concern basis.
- 5. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such were adequate and operating effectively.

23 Proceeding under the Insolvency & Bankruptcy Code, 2016

No application has been made and no proceedings are pending y or against the company under Insolvency & Bankruptcy Code, 2016.

- Difference in valuation in case of one time settlement (OTS)

 No One time settlement was made by the company during the financial year.
- Subsidiary, Joint Venture & Associate Companies (become or ceased during the year).
 The company does not have any Subsidiary, Joint Venture or Associate company.
- Disclosure under Sexual Harrasment 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 during the year under review.

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.

Date: 01-09-2022 Place: Panipat For SIMAR INFRASTRUCTURES LIMITED

JASWINDER SINGH

(Director)

DIN:02703075

H. NO. 208, VIRAT NAGAR NEAR BAL VIKAS SCHOOL PANIPAT-132 103, Haryana HARSIMRAN SINGH

(Director)

DIN:02703153

H. NO. 208, VIRAT NAGAR, NEAR BAL VIKAS SCHOOL PANIPAT-132 103, Haryana

FORM NO. MGT 9 **EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2022

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

I. RI	EGISTRATION & OTHER DETAILS:	na a 1905 de la companya de la comp
1	CIN	U45200HR2009PLC039695
2	Registration Date	11.11.2009
3	Name of the Company	SIMAR INFRASTRUCTURES LIMITED
4 Category/Sub-category of the Company		PUBLIC COMPANY
		LIMITED BY SHARES
5	Address of the Registered office & contact details	208, VIRAT NAGAR, MODEL TOWN, PANIPAT-132 103, HARYANA
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NOT APPLICABLE

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	ENGINEERING SERVICES	71	100%	
2				
3		·]	

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1		- NIL			
2					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share		5 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	والمسامعين	of the years.	No. of C	Sharae hold at t	he end of the	Vear	% Change during
Category of Shareholders	No. of Si	hares held at th [As on 31-N		or the year	No. of Shares held at the end of the year [As on 31-March-2022]				the year
·	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	395,790	395,790	99.95%	395,790	-	395,790	99.95%	
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	
c) State Govt(s)	-	-	-	0.00%		-	-	0.00%	
d) Bodies Corp.			-	0.00%	-	-	-	0.00%	
e) Banks / Fl	-	-		0.00%	-		-	0.00%	
f) Any other		_	-	0.00%	-	-	-	0.00%	
Sub Total (A) (1)	-	395,790	395,790	99.95%	395,790	-	395,790	99.95%	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.	_		w	0.00%		-	- 1	0.00%	0.00%
d) Any other		_	-	0.00%			_	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%		_	_	0.00%	0.00%
TOTAL (A)	-	395,790	395,790	99.95%	395,790	-	395,790	99.95%	0.00%
B. Public Shareholding								*	
1. Institutions	·							•	-
a) Mutual Funds	-	-	-	0.00%			-	0.00%	0.00%
b) Banks / Fl		-		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%
	-	_	-	0.00%		-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-		1	0.00%	0.00%
g) Flis		-	-	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%
Sub-total (B)(1):-	-	-		0.00%	-	-		0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	-	-	:	-	-	-	-	0.00%	0.00%
i) Indian	-	-		0.00%	:	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders	-	210	210	0.00%	210.00	-	210	0.00%	0.00%
holding nominal share capital upto Rs. 1 lakh			a a				:		
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	*	0.00%	, , , , , , , , , , , , , , , , , , ,		<u>-</u>	0.00%	0.00%
c) Others (specify)	_	-		0.00%		-	-	0.00%	0.00%
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):-	-	210	210	0.05%	210	-	210	0.05%	0.00%
Total Public (B)	-	210	210	0.05%	210	· · _	210	0.05%	0.00%
C. Shares held by Custodian for GDRs & ADRs			Ħ	0.00%				0.00%	0.00%
Grand Total (A+B+C)		396,000	396,000	100.00%	396,000	-	396,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholdin	Shareholding at the beginning of the year			Shareholding at the end of 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 / encumber ed to total shares	during the year
1	JASWINDER SINGH	320,000	80.81%	. 0	320,000	80.81%	0	0.00%
2	GURBACHAN KAUR	19,990	5.05%	0	19,990	5.05%	0	0.00%
2	HARSIMRAN SINGH	37,900	9.57%	0	37,900	9.57%	0	5.04%
3	AMAN DEEP SINGH .	17,900	4.52%	0	17,900	4.52%	0	0.00%

	hange in Promoters' Sharel					NO CHANGE	
SN	Particulars	Date	Reason	Shareholding at the beginning year	nning of the		
				No. of shares	% of total shares	No. of shares	% of total shares
1	JASWINDER SINGH						
	At the beginning of the year			320,000	80.81%	3,20,000	80.819
	Changes during the year				0.00%	320,000	80.819
	At the end of the year			320,000	80.81%	320,000	80.81%
2	GURBACHAN KAUR					Anne 124 in Antonio antonio	
	At the beginning of the year			19,990	5.05%	19,990	5.05%
	Changes during the year				0.00%	19,990	5.05%
	At the end of the year			19,990	5.05%	19,990	5.05%
3	HARSIMARAN SINGH						
	At the beginning of the year			37,900	9.57%	37,900	4.55%
	Changes during the year				0.00%	37,900	4.55%
	At the end of the year			37,900	9.57%	37,900	4.55%
4	AMAN DEEP SINGH						
	At the beginning of the year			. 17,900	4.52%	17,900	4,52%
•	Changes during the year		,			17,900	4.52%
	At the end of the year			17,900	4.52%	17,900	4.52%

(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	PARMINDER KAUR						
30114-0000	At the beginning of the year			100		100	0.03%
	Changes during the year			-	0.00%	100	0.03%
	At the end of the year			-	0.03%	100	0.03%
2	SHIVANI RATHEE			Communication of the Communication (Co.)		rphograficación (complete)	
	At the beginning of the year			100	0.03%	100	0.03%
	Changes during the year				0.00%	100	0.03%
	At the end of the year			-	0.03%	100	0.03%
	<u> </u>	1				· · · · · · · · · · · · · · · · · · ·	-

- 3	CHARANPREET SINGH			and the second second second		resource of the same district	100	
	At the beginning of the year			10	0.00%	10	0.00%	
·	Changes during the year				0.00%	10	0.00%	
	At the end of the year			-	0.00%	10	0.00%	
	•		,					
	areholding of Directors and		gerial Perso	nnel:			*	
SN	Shareholding of each Directors	Date	Reason	Shareholding at the begi	nning of the	Cumulative Shareholding	during the year	
	and each Key Managerial	÷		year				
	Personnel			No. of shares	% of total	No. of shares	% of total shares	
j					shares			
1	JASWINDER SINGH							
	At the beginning of the year		·	320,000	80.81%	320,000	80.81%	
	Changes during the year				0.00%	320,000	80.81%	
	At the end of the year			320,000	80.81%	320,000	80.81%	
					,			
3	HARSIMARAN SINGH	1000	(a) control of the				an hada baran a	
	At the beginning of the year			37,900	9.57%	37,900	9.57%	
	Changes during the year				0.00%	37,900	9.57%	
	At the end of the year	ï		37,900	9.57%	37,900	9.57%	
	_				•			
			7/1/1/E					
C. 200 CO. (1)	EBTEDNESS						(1) 10 10 10 10 10 10 10 10 10 10 10 10 10 	
Indebt	edness of the Company inclu							
	Particulars		ans excluding posits	Unsecured Loans	Depo	osits Total I	ndebtedness	
Indebte	edness at the beginning of the	financial ye	ar					
i) Prin	cipal Amount	18	33,680,882.23	18,462,698.30			202,143,580.53	
i) Inter	est due but not paid							
ii) Inte	rest accrued but not due		<u>.</u>				-	
otal (i	+ii+iii)	18	3,680,882,23	18,462,698,30		romani (2) (1) (2) (1)	202,143,580,53	
	e in Indebtedness during the t							

5,323,613.30

5,323,613,30

13,139,085.00

26,403,744.77 (5,323,613.30)

223,223,712.00

26,403,744.77

210,084,627.00

26,403,744,77

* Addition

* Reduction Net Change

i) Principal Amount

ii) Interest due but not paid iii) Interest accrued but not due

Indebtedness at the end of the financial year

VI. REMUN	VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remune	A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
SN.	Particulars of Remuneration		Name of MD/WTD/ Manager	ler.	Total Amount
	Name	JASWINDER SING	HARSIMARAN SINGH	NFFRA	
	Designation	QW	WTD	WTD	
-	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Incometax Act, 1961	7,200,000.00	4,800,000.00	1,060,710.00	13,060,710.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		,		•
,	Short Origon				
7	SIUCK UDIEO!	•	•	•	,
8	Sweat Equity				
	Commission	•	•		
4	- as % of profit	4	ŧ	•	
	- others, specify	-	•		
2	Others, please specify	•			
	(A) Total (A)	7,200,000.00	4,800,000.00	1.060.710.00	13 060 710 00
	Ceiling as per the Act				

Туре	Section of the Compan ies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY ; NIL					
Penalty	.		NIL		
Punishment			111-		
Compounding					
B. DIRECTORS : NIL.	. 1				
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN	DEFAULT :	NIL			
Penalty			NIL	•	
Punishment					
Compounding					

Director DIN: 02703075

DIN: 02703153

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

SIMAR INFRASTRUCTURES LIMITED CIN: U45200HR2009PLC039695 Financial Year 2021-22

1. Details of contracts or arrangements or transactions not at arm's length basis:

a	Name(s) of the related party and nature of relationship	:	NA
b	Nature of contracts/arrangements/transactions	+-	NA
c	/transactions	:	NA
d	Salient terms of the contracts or arrangements or transactions including the value, if any	:	NA
e	Justification for entering into such contracts or arrangements or transactions	:	NA
f_	Date(s) of approval by the Board	-	NA
g_	Amount paid as advances, if any		NA NA
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	:	NA NA
_]			

2. Details of material contracts or arrangement or transactions at arm's length basis:

a	Name(s) of the related party and nature of relationship	T:	Mr. Jaswinder Singh, Managing Director
ь 	Nature of contracts/arrangements/transactions	 	Lease of property situated at 218 Virgi
c 	Duration of the contracts / arrangements/transactions	-	Nagar, Panipat-132103, Haryana 2 year
d —	Salient terms of the contracts or arrangements or transactions including the value, if any	:	Lease Rent @ Rs. 80,000/- per month. Total Rs. 9.60 lacs during financial year
-	Date(s) of approval by the Board, if any		01.04.2021
	Amount paid as advances, if any		0

a	Name(s) of the related party and nature of relationship	:	Mr. Harsimran Singh, Wholetime Director and Mr. Amandeep Singh, relative of Directors (Joint)
ь	Nature of contracts/arrangements/transactions	:	Lease of property situated at Village Sutana, Tehil Martlauda, Panipat, Haryana
c	Duration of the contracts / arrangements/transactions]:	5 year

d	Salient terms of the contracts or arrangements or transactions including the value, if any		Lease Rent @ Rs. 20,000/- per month. Total Rs. 2.40 lacs (Rs. 1.20 lac to
e f	Date(s) of approval by the Board, if any Amount paid as advances, if any	:	each) during financial year. 23.11.2019 Rs. 20.00 lac during financial year 2019-20)

a 	Name(s) of the related party and nature of relationship	T:	Ms. Shivani Rathi, relative of Directo
b .	Nature of contracts/arrangements/transactions	 	Appointment as General Manager
) 	Duration of the contracts / arrangements/transactions	:	(office or place of Profit) Permanent till superannuation
i	Salient terms of the contracts or arrangements or transactions including the value, if any	-	Salary @ Rs. 1.00 lac per month total
	Date(s) of approval by the Board, if any Amount paid as advances, if any		Rs. 12.00 lac during the year 01.04.2017 reviewed on 01.04.2021 NIL

F 	·
Name(s) of the related party and nature of related	ionship M/ C : =
	ionship : M/s. Superior Equipment, Proprietary concern of relative of Directors
Nature of contracts/arrangements/transactions	: Hiring of Equipment and Machinery Transportation of Equipment ar
Duration of the contracts / arrangements/transa-	10 years w.e.f. 01.04.2021 for
Salient terms of the contracts or arrangements of	Transportation
transactions including the value, if any	Equipment and Machinery (Value R. 895.99 lac during the year) Transportation of Equipment an Machinery to the Company's site (Value R. 26.43 lac during the year and amount outstanding as on 31.03.22 Rs. 157.97 lac).
Date(s) of approval by the Board, if any	: 01.04.2019 for Hiring reviewed on 01.04.2021
Amount paid as advances, if any	01.04.2021 for Transportation NIL

Name(s) of the related		<u> </u>
Name(s) of the related party and nature of relationship	;	M/s. K S Enterprises, Proprietary
Nature of contracts/arrangements/transactions	:	concern of relative of Director Manpower Supply , Hiring of
		Equipment and Machinery
Dynatics Cd		Transportation of Equipment and Machinery
Duration of the contracts / arrangements/transactions		10 years w.e.f. 01.04.2020
Salient terms of the contracts or arrangements or		T
transactions including the value, if any		Transaction involves Supply of Manpower, Hiring of Equipment and
	- 1	Wachinery and Transportation (Value
		Rs. 43.43 Lac during the year and amount outstanding as on 31.03.22 Rs.
Date(s) of approval but D		<u>U. / / lac)</u>
Amount and I have been approval by the Board, if any	: [01.04.2020 reviewed on 01.04.2021
Date(s) of approval by the Board, if any Amount paid as advances, if any	:	0.77 fac) 01.04.2020 reviewed on 01.04.202 NIL

Name(s) of the related party and nature of relationship Nature of contracts/arrangements/transactions	:	Harsimran Singh, Director
Duration of the contracts/arrangements/transactions	_:	Unsecured Loan
Duration of the contracts / arrangements/transactions	:	Payable on Demand
Salient terms of the contracts or arrangements or transactions including the value, if any		Transaction involves repayment of Unsecured Loan amounting to Rs. 20.00 Lac. Total outstanding as on 31.03.22 Rs. 15.00 lac.
Date(s) of approval by the Board, if any Amount paid as advances, if any		NIL (approved by Managing Director) NIL

Name(s) of the related party and nature of relationship Nature of contracts/arrangements/transactions Duration of the contracts / arrangements/transactions	:	Amandeep Singh, relative of Director Unsecured Loan Payable on Demand
Salient terms of the contracts or arrangements or transactions including the value, if any Date(s) of approval by the Board, if any Amount paid as advances, if any	:	No Transaction during the year. Total outstanding as on 31.03.22 Rs. 20.00 lac. NIL NIL

Date: 01-09-2022 Place: Panipat For SIMAR INFRASTRUCTURES LIMITED

JASWINDER SINGH

(Director)

DIN:02703075 H. NO. 208, VIRAT NAGAR NEAR BAL VIKAS SCHOOL

PANIPAT-132 103, Haryana

HARSIMRAN SINGH

(Director)

DIN:02703153

H. NO. 208, VIRAT NAGAR, NEAR BAL VIKAS SCHOOL PANIPAT-132 103, Haryana