

Soham World A Real Growth Limited

15, Shreeji House Owners Asso. B/H M.J. Library, Ellisbridge, Ahmedabad-380009
CIN: U85190GJ2009PLC057484

- (b) A Person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate should not be more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single as proxy and such person shall not act as proxy for any other person or shareholder.
- (c) Relevant documents wherever referred to in the Notice is open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during Business hours upto the date of the meeting.

DIRECTORS' REPORT

To,
The Members/Shareholders,

Your Directors take pleasure in presenting the **Annual Report** on the business and operations of the Company, together with the Audited Statement of Accounts for the financial year ended March 31, 2018.

➤ FINANCIAL HIGHLIGHTS/PERFORMANCE:

(Amount in Rs.)

PARTICULARS	FOR THE F. Y. ENDED 31-03-2019 (AMOUNT IN INR)	FOR THE F. Y. ENDED 31-03-2018 (AMOUNT IN INR)
Total of Income	20000	109000
Less: Expenditure	18188	107378
Net Profit/ (Loss) Before Tax	(1812)	1622
Tax	(262)	(419)
Net Profit/ (Loss) After Tax	1550	1203

➤ REVIEW OF OPERATIONS & ANALYSIS OF RESULTS FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2018:

During the financial year under report the company has reported a total income of INR Nil and earned Net Profit after tax of INR 1550/-.

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Your directors are very pleased to inform you that, although the company is in sluggish phase of business, the company has shown positive signs of growth, which is an outcome of the rigorous efforts taken by the management of the company, and the faith imposed by all the stakeholders of the company from time to time

> BUSINESS OUTLOOK:

Your Directors would like to update that considering the increasing competition in the market the company has adopted various new technologies which would turned out to be a beneficial move for the company.

Your Directors' of the are very much confident that company will continue with a trend of reporting better financial results in the coming financial year and maximizing the wealth of shareholders of the Company by achieving better financial output in the coming years.

The company and your directors are continuously looking for avenues for further growth of the Company and are evaluating various areas where it can fetch good sustainable business for the company in coming years.

> DIVIDEND:

During the period under review, the Board of Directors of the company does not recommend any dividend on Equity Share Capital for the financial year 2017-18.

> ANNUAL RETURN EXTRACTS:

Annual Return extracts in the accordance with Section 92 sub – section (3) of the Companies Act, 2013; read with Rule No. 12 (1) of the Companies (Management and Administration) Rules, 2014 has been annexed to this report in Form **MGT – 9** as **Annexure I**.

> BOARD OF DIRECTORS AND ITS MEETINGS OF THE BOARD:

A) CONSTITUTION OF BOARD OF DIRECTORS:

The Board of Directors of the company is duly constituted. Based on the disclosures as provided by the directors of the company in pursuance to the provisions of Section 164 of the companies Act 2013, none of the Directors of the company is found to be disqualified.

During the financial year under report there was no change in the constitution of the Board of Directors of the Company. The strength of the Board of Directors as on 31st March, 2019 were Three Directors as follows:

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Sr. No.	DIN	Name of the Director	Date of Appointment	Designation
01	00019121	Mr. Sumer Jain	08/07/2009	Director
02	06763183	Mr. Sarthak Jain	13/07/2015	Additional Director
03	05203961	Mr. Jayantilal Jain	23/02/2019	Additional Director

B) MEETINGS OF THE BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The strength of the Board of Directors as on 31st March, 2019 was Three Directors.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Ahmedabad. The Agenda of the Board meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The meetings of the Board of Directors of the Company were held as follows:

Sr. No.	Date of Meetings	Place of the Meeting	Board Strength	Name of the Directors present at the meeting
01	May 19, 2018	Registered office	4	Mr. Sumer Jain Mr. Ashvin Mehta Mr. Samir Raul Mr. Sarthak Jain
02	September 3, 2018	Registered office	4	Mr. Sumer Jain Mr. Ashvin Mehta Mr. Samir Raul Mr. Sarthak Jain
03	December 23, 2018	Registered office	4	Mr. Sumer Jain Mr. Ashvin Mehta Mr. Samir Raul Mr. Sarthak Jain
04	February 23, 2019	Registered office	5	Mr. Sumer Jain Mr. Ashvin Mehta Mr. Samir Raul Mr. Sarthak Jain

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05	February 25, 2019	Registered office	5	Mr.Jyantilal Jain Mr. Sumer Jain Mr. Ashvin Mehta Mr. Samir Raul Mr. Sarthak Jain Mr.Jyantilal Jain
06	February 26, 2019	Registered office	3	Mr. Sumer Jain Mr. Sarthak Jain Mr.Jyantilal Jain

The maximum interval between any two meetings did not exceed 120 days.

➤ **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of **Section 134 (3) (C)** and **Section 134 (5)** the Board of Directors hereby confirm that:

The Director's Responsibility referred to in clause (c) of the sub-section (3) of section 134 of the Companies Act, 2013, shall state that ---

- In the preparation of the annual accounts for the financial year ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors have selected accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give the true and fair view of the state of affairs of the company for the year ended 31st March 2019 and of the profit of the company for that year.
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The directors had prepared the annual accounts for the Financial Year ended 31st March 2019 on a going concern basis.
- The Directors have devised proper systems to ensure compliance with all applicable laws and such systems are adequate and operating effectively.

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> **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Following is the composition of the Board of Directors of the Company:

Sr. No.	DIN	Name of the Director	Date of Appointment	Designation
01	00019121	Mr. Sumer Jain	08/07/2009	Director
02	06763183	Mr. Sarthak Jain	13/07/2015	Addl. Director
03	05203961	Mr. Jyantilal Jain	23/02/2019	Addl. Director

During the year following changes have been made :

Sr. No.	DIN	Name of the Director	Date of Appointment	Date of Cessation
01	01961558	Mr. Samir Raul	-	25/02/2019
02	00515709	Mr. Ashvin Mehta	-	25/02/2019
03	00203961	Mr. Jayantilal Jain	23/02/2019	-

> **PARTICULARS OF EMPLOYEES:**

During the financial year the company has not paid remuneration to any of its employees beyond the limits specified under the Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014.

> **RISK MANAGEMENT POLICY:**

In today's economic environment, Risk Management is a very important part of business. The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focusses on ensuring that these risks are identified on a timely basis and addressed.

Your Company also has a Risk Management Framework in place covering all critical areas of operation. This framework is reviewed periodically keeping in mind the business dynamics and

external environment and provides the guidelines for managing the various risks across the business.

The Process of Risk Management include following steps:

- 1) Risk Identification and Impact Assessment
- 2) Risk Evaluation
- 3) Risk Reporting and Disclosures
- 4) Risk Mitigating and Monitoring

➤ **DEPOSITS:**

During the period under review the Company has not accepted any deposits falling under the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits), Rules 2014.

➤ **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the work place and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has always provided a congenial atmosphere for work to all the employees that is free from discrimination and harassment including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, colour, marital status and sex.

The Company has not received any complaint of sexual harassment during the financial year 2017-18.

➤ **GOING CONCERN STATUS:**

There is no significant or material order passed during the year by any regulator, court or tribunal impacting the going concern status of the Company or its future operations.

➤ **INTERNAL FINANCIAL CONTROL:**

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The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

> MATERIAL CHANGES AND COMMITTEEMENTS:

During the period under review there were no material changes or 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 the date of report.

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

As required under Section 134(2)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo is as follows:

A. Conservation of Energy:

Your company has taken various steps for conservation of energy.

B. Technology Absorption:

There is no technology absorption during the year under review.

C. Foreign Exchange earnings and Outgo:

There is no foreign exchange earnings and outgo during the year under review.

> CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under purview of the provisions of Section 135 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and hence the details in respect of development and implementation of CSR by the Company are not included in this report.

> SUBSIDIARIES, JOINT VENTURES OR ASSOCIATES:

The Company does not have any subsidiary, Associate Company, nor entered into Joint Venture Agreement, during the period under report.

> PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN OR INVESTMENTS MADE:

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During the financial year the company has extended loan which are reflected in Financial Statements of the Company.

> TRANSFER TO RESERVES:

During the financial year under report, the company has transferred an amount of Rs. 1550 to the Reserve and surplus out of the profit and Loss Account for the financial year 2018-19.

> RELATED PARTY TRANSACTIONS:

Company is not entered any contracts or arrangements with related parties referred to in sub Section (1) of Section 188 of the Companies Act 2013 read with Rule 8 (2) of the Companies (Accounts), Rules 2014 during the financial year 2018-19. Therefore Form AOC 2 is not required to be disclosed.

> FRAUD REPORTING:

During the Financial Year, company has not received any cases regarding Fraud.

> STATUTORY AUDITORS:

The current Statutory Auditors M/S KishorGoyal & Co. Shall continue their term as Auditors of the Company. The Companies Act, 2013 have vide recent amendment amended the provisions w.r.t. ratification in every AGM and thus the same now requires no ratification at every AGM.

> ACKNOWLEDGEMENTS:

Your Directors take this opportunity to convey their thanks to the Company's valued Customers for the trust and confidence reposed by them in the Company.

Your Directors also wish to sincerely thank the Bankers, Suppliers, Statutory Auditors, Consultants and Shareholders for their continued support and co-operation.

Your Directors acknowledge the support of all Government, Semi- Government and other Statutory Authorities during the year under review and look forward to have the same support in future too.

Your Directors also wish to place on record their appreciation of the devotion, dedication and sense of commitment shown by the employees at all levels and the contribution made by them towards growth and smooth operations of the Company.

**By the order of Board of Directors
For Soham World A Real Growth Limited**

Soham World A Real Growth Limited

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CIN: U85190GJ2009PLC057484

Sumer Jain

Director

DIN: 00019121

SarthakJain

Director

DIN: 06763183

DATE: September 17 , 2019

PLACE: Ahmedabad

ANNEXURE I
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2018

[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:

Sr. No.	Particulars	Details
01	CIN	U85190GJ2009PLC057484
02	Registration date	08/07/2009
03	Name of the Company	SOHAM WORLD A REAL GROWTH LIMITED
04	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
05	Address of the Registered office and contact details	15, Shreeji House Owners Asso. B/H M.J. Library, Ellisbridge Ahmedabad-380009
06	Whether listed company	Unlisted
07	Name of Address and Contact details of Registrar and Transfer Agent, 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:-

Sl. No.	Name and Description of the main product/ services	NIC Code of the product / services	% to total turnover of the company
1.	Astrological and spiritualists' activities	96906	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The company does not have any Subsidiary Company or Associate Company. Also, company is not a subsidiary of any other company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)
Category-wise Share Holding

Category of Share Holders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Percentage Change during the year
		Demat	Physical	Total	Percentage of Total Shares	Demat	Physical	Total	Percentage of Total Shares	
A) PROMOTERS										
1) Indian										
a) Individual /HUF	NIL	228700	228700	100%	NIL	228700	228700	100%	NIL	
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) StateGovt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
d) BodiesCorp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
f) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Sub Total (A) (1)	NIL	228700	228700	100%	NIL	228700	228700	100%	NIL	
2) Foreign										
a) NRIs/individual	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
b) Other Individual	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
g) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
h) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Sub Total (A) (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Total Share Holding of Promoters (A)(1)+(A)(2)	NIL	228700	228700	100%	NIL	228700	228700	100%	NIL	
Category of Share Holders										
Holders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Percentage Change during the year
		Demat	Physical	Total	Percentage of Total	Demat	Physical	Total	Percentage of Total	

[illegible]

Total Share Holding of Promoters (B)(1)+(B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Percentage Change during the year
	Demat	Physical	Total	Percentage of Total Shares	Demat	Physical	Total	Percentage of Total Shares	
C) CUSTODIAN									
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total ©	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total(A+B+C)	NIL	228700	228700	100%	NIL	228700	228700	100%	NIL

Shareholding of Promoters: -

Sr. No.	Share Holders Name	Shareholding at the beginning of the year				Shareholding at the end of the year				Percentage change in shareholding during the year
		No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares	No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares			
01	Sumer B Jain	160700	70.26	-	161200	70.48	-		0.22%	
02	Samir Raul	500	0.22	-	500	0.22	-		-	
03	Ashvin Mehta	500	0.22	-	0	0	-		(0.22%)	
04	Bhanwarlal Jain	500	0.22	-	500	0.22	-		-	
05	Sharmila Jain	15500	6.78	-	15500	6.78	-		-	
06	Jayantilal Jain	500	0.22	-	500	0.22	-		-	
07	Santosh Jain	500	0.22	-	500	0.22	-		-	
08	Popatal Desai	50000	21.86	-	50000	21.86	-		-	
Sub Total A		228700	100.00%	NIL	228700	100.00%	NIL		NIL	

A) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

B) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Share Holders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Percentage Change in shareholding during the year
		No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares	No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares	
01	Sumer B Jain	160700	70.26	-	161200	70.48	-	0.22%
02	Ashvin Mehta *	500	0.22	-	-	-	-	(0.22%)
03	Sarthak Jain	-	-	-	-	-	-	-
04	Jyantilal Jain **	500	0.22	-	500	0.22	-	-

* Ashvin Mehta ceased to be director since 25th February 2019 and also shareholding has been transferred to Mr. Sumer Jain on 1st March 2019.

** Mr. Jyantilal Jain has been appointed as Additional director on 23rd February 2019.

V. INDEBTEDNESS:

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	NIL	40,770	NIL	40,770
Interest due but not paid	NIL	NIL	NIL	NIL
Interest accrued but not due	NIL	NIL	NIL	NIL

Total	NIL	40,770	NIL	40,770
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL

Indebtedness at the end of the financial year				
Principal Amount	NIL	40,770	NIL	40,770
Interest due but not paid	NIL	NIL	NIL	NIL
Interest accrued but not due	NIL	NIL	NIL	NIL
Total	NIL	40,770	NIL	40,770

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Since, during the financial year under report, the company has not appointed Managing Director/ Whole time Director/Manager, the company is not required to disclose details in this behalf.

B) Remuneration to other directors:

SI. NO.	PARTICULARS OF REMUNERATION	Sumir Jain	Jyantilal Jain	Sarthak Jain	TOTAL AMOUNT
1.	Gross salary				
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	c. Profits in lieu of salary under section 17(3) Income Tax act, 1961.	NIL	NIL	NIL	NIL

2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NA	NA	NIL	NA

C) Remuneration to key managerial personnel other than MD/Manager/MTD:

Since, during the financial year under report the company has not paid any remuneration to key managerial personnel other than Directors, the company is not required to disclose details in this behalf.

VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties or punishment or compounding of offences during the year ended March 31, 2018.

By the order of board of directors
For Soham World A Real Growth Limited

Sumner Jain
Director
DIN: 00019121

Sarthak Jain
Director
DIN: 06763183

DATE: September 17, 2019
PLACE: Ahmedabad

List of Shareholders as on 31st March, 2019

SR.No.	Name of Shareholder	No. of Shares held
1.	Sumer B Jain	161200
2.	Samirsinh Raul	500
3.	Bhanwarlal Jain	500
4.	Sharmila Jain	15500
5.	Jayantilal Jain	500
6.	Santosh Jain	500
7.	Popatlal Desai	50000
Total		228700

Share Transferred Details:

SR NO	Date of Transfer	Transferor's Name	Transferee's Name	Number of Shares	% of Shareholding
1	01/03/2019	Mehta AshvinbhaiNatwarlal	Jain Sumer Bhanwarlal	500	0.22%