

BREEZE - WELL INFRACON PRIVATE LIMITED

103, F1 Leela Apartment Shilpa HSG Society, Near Saptagiri Nagar, Shanidham, Narendra, nagar., Nagpur, nagpur, Maharashtra, India,
440015 CIN: U46497MH2014PTC252489; Email ID: goldlineanup@gmail.com

Board's Report

To the members,

We are hereby presenting the 10th Annual report together with the Audited Financial Statements for the financial year ended March 31, 2024.

1. Financial performance and prospects:

The financial performance, prospects, financial summary or highlights are as follows:

(Amount in Hundreds)

PARTICULARS	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Revenue from operation and other income	34321.23	-
Expenses	40144.66	186.30
Profit/(Loss) before tax	(5823.42)	(186.30)
Provision for Taxation:		
(a) Income Tax	-	-
(b) Deferred Tax	-	-
Profit/(Loss) after tax	(5823.42)	(186.30)
Profit/(Loss) for a period	(5823.42)	(186.30)
Earning Per Share (EPS)		
Basic	(58.23)	(1.86)
Diluted	(58.23)	(1.86)

2. Operations:

During the year under review, the Company commenced business operations. The Company incurred a Net Profit of ₹ (582342) in the current year. The Company is in process to initiate its business operations and overcome the losses.

3. Change in nature of Business:

There is no change in the nature of the business of the company during the year.

4. Transfer to reserves:

The Company has not proposed any amount to carry to the reserve for the year.

5. Dividend:

a. Due to non-availability of adequate profits with the company, your Board do not recommend any dividend for the year.

b. Transfer of unclaimed dividend to investor education and protection fund

Your Company did not have any unpaid or unclaimed dividend due for a period of seven Years therefore the provisions of Section 125(2) of the Companies Act, 2013 regarding transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF) does not apply.

c. The Register of Members and Share Transfer Book were not closed during the year.

6. Changes in Share Capital:

During the financial year 2023-24, there was no change in capital structure of the company. The Authorised Share Capital and Paid-up Share Capital was ₹1,00,000.

Further that the Company has not made any further issue of capital nor allotted any shares with differential rights or sweat equity shares or bonus shares during the year.

7. Material Changes between the date of the Board report and end of financial year:

There has not been any change and commitments, material in nature, affecting the financial position of the Company occurred between the end of the financial year i.e. March 31, 2024 to the date of the Board's Report.

8. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review, there has not been any order passed by the regulators, courts or tribunals significant and material in nature impacting the going concern status and company's operations.

9. Subsidiary and Associate Companies Joint Venture:

As on March 31, 2024, the Company has no Subsidiary or Associate Company nor has entered into the joint venture with any company. No company become or ceases to be the company's Subsidiary, Joint Venture or Associate Company during the year.

There is no holding company or subsidiary company hence there is no need of disclosure as required to under provisions of Section 197(14) of the Act in respect of remuneration or commission received from any holding or subsidiary company of company by any Managing or Whole Time Director who is also in receipt of commission from that company.

10. Statutory Auditor & Audit Report:

As per the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 M/s. Shah & Raut, Chartered Accountants, Indore (Membership No. 121020W), are appointed as the Statutory Auditors of the Company and hold office for a period of 5 years from the conclusion of the 8th Annual General Meeting, subject to ratification of the Members of the Company at every Annual General Meeting.

The Board has appointed M/s. Shah & Raut., Chartered Accountants to conduct the Statutory Audit for the year 2023-24. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. Further the Auditors' Report for the financial year ended, 31st March, 2024 is annexed herewith for your kind perusal and information.

11. Details of directors or key managerial personnel:

The details of Directors and Key Managerial Personnel (KMP) as on 31.03.2024 were as follows:

Full Name	Designation	Date of Appointment	Date of Cessation
Mr. Amol Laxmikant Mujumdar	Director	27/01/2014	-
Mr. Swapan Khandelwal	Director	27/01/2014	-

During the year, there has been no change in the directors of the company. Further, the company is not required to appoint any key managerial personnel.

12. Deposits:

The Company has not accepted any deposits from any director/member or others during the year. Further that the Company has no deposits during the year which are not in compliance with the requirement of Chapter V of the Act.

13. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

There is nothing to disclose with regard to the conservation of energy, technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014. Further that the Company has NIL foreign exchange earnings and outgo.

14. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2:

The particulars required to disclose under section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 read with section 188(2) has been annexed herewith as **Annexure 1** forming part of the Board's Report.

15. EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9:

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form No. MGT-9 has been annexed as **Annexure 2** forming part of the Board Report.

16. Corporate Social Responsibility:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

17. Number of meeting of the Board:

During the year 2023-24, the Board of Directors met 4 times and the details of board meetings are as follows:

Sr. No.	Date of Board Meeting
1.	July 24, 2023
2.	August 30, 2023
3.	November 08, 2023
4.	February 15, 2024

18. Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your board hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2024 and of the Profit and Loss of the company for that period;
- iii) the directors had taken proper and sufficient care 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;

- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. Declaration by Independent Directors:

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

20. Company's policy on directors' appointment and remuneration provided under sub-section (3) of section 178:

The Company, being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

21. Particulars of loans, guarantees or investments under section 186:

During the year under review, the Company has not advanced any fresh loans/ given any fresh guarantees/ made fresh investments.

22. Particulars of employee:

None of the employee has received remuneration exceeding the limit as stated in Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

23. Risk management policy of the company:

The company has laid down comprehensive Risk Assessment and minimization procedure which is reviewed by the Board from time to time. The major risks have been identified by the Company and its mitigation process / measures have been formulated and also keep a close watch on the competitive environment of the business, new technological upgradation, financial and debts market position, credit cycle etc. and frame strategies beforehand.

24. Other statutory disclosures and information:

- a. The company has not giving any loan pursuant to provisions of section 67 of the act to its employees for purchase of its own shares hence there has not been anything to disclose under provisions of section 67(3) of the Act read with 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.
- b. The provisions of section 177(10) of the Companies Act, 2013 relating to Vigil mechanism for directors and employee are not applicable to the company.
- c. Your Company has always believed in providing a safe and harassment free workplace for every individual working in company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment and for this purpose the company has in place a robust policy, aiming to obtain the complaints, investigate and prevent any kind of harassment of employees at all levels. For the current financial year end, no complaint was received to the company.

25. Acknowledgments:

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government of India, Bankers, employees and all the stakeholders of the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

For and on behalf of Board of Directors
BREEZE - WELL INFRACON PRIVATE LIMITED

BREEZE-WELL INFRACON PVT. LTD.

Date: August 23, 2024
Place: Nagpur


SWAPAN KHANDELWAL

(Director)

Director

DIN: 03486882

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ANNEXURE 1 OF THE BOARD'S REPORT

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.

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

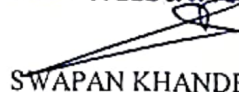
Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
NIL					

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

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements / transactions	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:
NIL					

For and on behalf of Board of Directors
BREEZE - WELL INFRACON PRIVATE LIMITED

BREEZE-WELL INFRACON PVT. LTD.


SWAPAN KHANDELWAL
(Director) **Director**
DIN: 03486882

Date: August 23, 2024

Place: Nagpur

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m,Narendra,nagar.,Nagpur,nagpur,Maharashtra,India,440015 CIN:
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of **BREEZE - WELL INFRACON PRIVATE LIMITED** will be held on Monday 30th September, 2024, at 10:00 A.M. at the registered office of the Company situated at C103,F-1Leela Apartment Shilpa HSG Society,Near Saptagiri Nagar,Shanidham, Narendra, nagar., Nagpur, Maharashtra, India, 440015 to transact the following business:


ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2024, including the Reports of the Board of Directors and Auditors thereon.

For and on behalf of Board of Directors
BREEZE - WELL INFRACON PRIVATE LIMITED

BREEZE-WELL INFRACON PVT. LTD.


SWAPAN KHANDELWAL

(Director)

DIN: 03486882

Date: August 23, 2024

Place: Nagpur

Registered Office:

C103,F-1Leela Apartment Shilpa HSG Society,Near Saptagiri
Nagar,Shanidham, Narendra, nagar., Nagpur, Maharashtra,
India, 440015CIN: U46497MH2014PTC252489
Email: goldlineanup@gmail.com

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy(ies) to attend and vote instead of himself and such proxy(ies) need not be a member of the Company.
2. The instrument appointing a proxy in order to be effective should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. Member / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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4. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
6. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.

BREEZE-WELL INFRACON PVT. LTD.



Director

BREEZE - WELL INFRACON PRIVATE LIMITED

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List of Shareholder as on 31.03.2024

S. No	DIN	Name of Shareholder	No. of Share held
1	01910549	AMOL LAXMIKANT MUJUMDAR	5000
2	03486882	SWAPAN KHANDELWAL	5000
TOTAL			10000

"Certified True Copy"

BREEZE - WELL INFRACON PRIVATE LIMITED

BREEZE-WELL INFRACON PVT. LTD.



Swapan Khandelwal Director
Director
DIN: 03486882

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List of Director as on 31.03.2024

S. No	Name of Director	Date of Appointment	Date of Cessation
1	AMOL LAXMIKANT MUJUMDAR	27-01-2014	-
2	SWAPAN KHANDELWAL	27-01-2014	-

"Certified True Copy"

BREEZE - WELL INFRACON PRIVATE LIMITED

BREEZE-WELL INFRACON PVT. LTD.



Swapan Khandelwal Director

Director

DIN: 03486882