



DIRECTORS REPORT

Dear Members,

The Directors have pleasure in presenting the 14th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

The working results of the company for the financial year ending 31.03.2022 are as under: -

(Amount in Rs.'000)

Particulars	31.03.2022 (Amount in Rs.)	31.03.2021 (Amount in Rs.)
Revenue from operations	551,502	431,803
Other income	3,115	3,347
Total	554,617	435,150
Profit/ (Loss) before Tax	86,188	68,540
Less: Current tax	22,676	18,586
Less: Deferred tax	(1,160)	724
Profit/ (Loss) for the year	64,672	50,678

AFFAIRS OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report. In the FY 2021 -22, the management has safely survived in COVID Pandemic outbreak which caused significant deterioration to country's economic conditions.

DIVIDEND

The management does not recommend any dividend for the financial year ended 31st March, 2022.

DETAILS OF SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES

The company does not have any subsidiary or joint venture or associate company.

DEPOSITS

Your company has not invited or accepted any fixed deposit from the public during the period under review.

GENERAL RESERVE

The company has not transferred any amount to General Reserve for the financial year.

(Handwritten signatures in blue ink)

Corporate Off: C-56 A/28, (3rd Floor) Sector-62, Noida - 201309 (U.P.)
 Works: F-109, Gopalpur, UPSIDC Industrial Area, Sikandrabad
 District Bulandshahar - 203205 (U.P.)
 Tel.: +91-120-4553700, 2404459/8



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SHARE CAPITAL

There is change in the Share capital of the Company. The Authorised share capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lakhs) Equity shares of Rs. 10/- (Ten) each. During the year the Company has issued 450000 Bonus shares @ Rs. 10/- each pursuant to which the Paid up capital of the Company now stands at Rs. 50,00,000/- (Rupees Fifty Lakhs) divided into 500,000 equity shares of Rs.10 each.

NUMBER OF BOARD MEEINGS

During the financial year 2021-22, Fourteen (14) Board Meetings were held in accordance with the provisions of the Companies Act, 2013.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors is duly constituted. During the year there is no change in the constitution of the Board. The Company is not required to appoint any Key Managerial personnel in terms of Section 203 of Companies Act, 2013.

AUDITORS

M/s. Prateek Gupta & Co., Chartered Accountants Firm (Registration No. 016512) was appointed as Statutory Auditors for the financial year 2021-22 in the duly called Extra ordinary general meeting held on 05.01.2022 pursuant to resignation of previous Auditors firm. He being eligible offers himself for reappointment in terms of the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time. Hence appointment of M/s. Prateek Gupta & Co., Chartered Accountants Firm (Registration No. 016512) as Statutory Auditors is proposed in the forthcoming Annual General Meeting for a period of 5 years from the FY2022-23 to FY 2026-27 for consideration by the members.

AUDITORS' REPORT

The Auditor's Report to the Shareholders together with Accounts for the year ended 31st March, 2022 and notes thereon are attached, which are self explanatory.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGISTRARS ORCOURTS OR TRIBUNALS

There are no significant and material orders passed by the Registrars or Courts or Tribunals for the Company during the period under consideration.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

During the financial year under review, the Company has not given any loan pursuant to Section 186 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

From the financial year 2021-22, the company comes under the ambit of the specified criteria of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 as its profitability during the financial year 2020-21 exceeds Rupees Five crores. However, the company is not required to form CSR Committee as the amount to be expended is less than the prescribed limit. The Company has duly expended the due amount in coordination with notified charitable organisations. The CSR policy is forming an integral part of this report. The company is required to spent INR 10,54,750/- in the FY 2021-22 (PY Nil). During the year, the company has expended INR /- 10,69,750/- (PY Nil) in CSR activities, which is in excess by INR 15,000/-. CSR Statement is enclosed.

Further the Company is also planning to incorporate a 100% wholly owned Section 8 Company under the name and style of "Geosys Foundation" who will perform CSR activities on behalf of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF COMPANIES ACT, 2013:

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the company has entered into contracts or arrangements with related parties during the financial year as detailed form AOC-2 attached as annexure 1.

DECLARATION OF INDEPENDENT DIRECTORS -

The Company is not required to appoint any Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Hence no declaration has been obtained.

INTERNAL FINANCIAL CONTROLS SYSTEM

There are adequate internal control systems commensurate with the size of the company and the nature of its Business.

RISK MANAGEMENT POLICY

The Board reviews the plans at regular intervals, analyses Business Risk and provide guidance, as and when required, to all associated with the organization.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The company endeavor for optimum use of energy and use power saving devices for conversion of energy. No technology absorption took place during the financial year.

Particulars	(in Rs.'000)	
	31.03.2022	31.03.2021
Foreign Exchange Earnings during the year:		
• Foreign Travel	--	--
• Gain in Foreign Currency transaction (on accrual basis)	--	--
Foreign Exchange outgo during the year		
• Import of machinery	12,748.36	--
• Travelling expenses	59.91	--

PARTICULARS OF EMPLOYEES

The information required under Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under:

A) Statement showing the particulars of the employees who are in receipt of remuneration of not less than Rs. 10,200,000/-per annum during the financial year 2021-22

Name, & age of the employee	Rajeev Agarwal (51 Years)
Designation of the employee	Director
Natural of Employment, Contractual or otherwise	Promoter Director,
Qualifications	Graduate
Experience	27 Years
Remuneration Drawn (including perquisites)	INR 1,45,00,000 /- pa
date of commencement of employment	04.09.2008
last employment held	Parry & co. (Regional Manager)
percentage of equity shares held in the company (along with spouse & dependent children)	90%
whether any such employee is a relative of any director or manager of the company	Yes
If yes, name of such Director or manager	Mrs. Chanchal Agarwal

Name, & age of the employee	Chanchal Agarwal (46 Years)
Designation of the employee	Director
Natural of Employment, Contractual or otherwise	Promoter Director,
Qualifications	Graduate
Experience	14 Years
Remuneration Drawn (including perquisites)	INR 1,69,00,000 /- pa
date of commencement of employment	04.09.2008
last employment held	--
percentage of equity shares held in the company (along with spouse & dependent children)	10%
whether any such employee is a relative of any director or manager of the company	Yes
If yes, name of such Director or manager	Mr. Rajeev Agarwal

- B) Statement showing the particulars of the employees who are in receipt of remuneration of not less than Rs. 8,50,000/- per month during the part of the financial year 2021-22 -NA
- C) received remuneration in excess of that drawn by the MD/ WTD/ Manager & holding 2% or more of equity share capital of the Company : NIL

ENVIRONMENT

The Company is committed to the protection of environment and is not involved in any type of activity hazardous to the environment.

COST RECORDS

As the Company is a small company as defined under Small Micro and Medium Enterprises Act, 2006, it is not obligatory for the company to maintain cost records for the financial year under consideration.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3) of the Companies Act, 2013, the Board of Directors of the Company state:

- (i) that in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departure;
- (ii) that the directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period.
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) that the directors have prepared the Annual Accounts on a going concern basis.
- (v) That 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.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Internal Complaints Committee does not have external member. There

was no complaint received from any employee during the financial year 2021-22 and hence no complaint is outstanding as on 31.03.2022 for redressal.

THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the Financial Year under review, the Company has not made any settlement with its Bankers from which it has accepted any term loan.

SECRETARIAL STANDARDS:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") as may be amended from time to time.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year under review, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.


ACKNOWLEDGEMENTS

The Directors place on record their deep appreciation of the valuable assistance and co-operation extended to the Company by its associates, bankers, shareholders and various departments. Your Directors thank you and look forward to the future with confidence.


Dated: 18.08.2022
Place: Noida

By order of the Board
For **GeoSys India Infrastructures Private Limited**

GeoSys India Infrastructures Pvt. Ltd.


Rajeev Agarwal **Director**
(Director)
(DIN: 02248525)
A-24 Sector-46,
Noida, UP 201301

GeoSys India Infrastructures Pvt. Ltd.


Chanchal Agarwal **Director**
(Director)
(DIN: 02271819)
A-24 Sector-46,
Noida, UP 201301