

ANNUAL REPORT

2020-21

F.Y. – 27.07.2020 TO 31.03.2021

OF

SPECSMODE PRIVATE LIMITED

CIN: - U33309DL2020PTC366885

Reg. Office: 1632, Thana Road, Najafgarh, Delhi, Delhi - 110043

ANNEXURE INDEX

| <u>Annexure</u> | Content |
|------------------------|---|
| 1. | Directors Report <ul style="list-style-type: none">▪ Annual Return Extracts in MGT 9.▪ Particulars of Employees.▪ AOC 2 – Related Party Transactions disclosure▪ Risk Management Policy |
| 2. | Notice Calling AGM <ul style="list-style-type: none">▪ Notes▪ Explanatory Statement▪ Mgt-11 (Proxy Form)▪ Attendance Slip▪ Route Map |
| 3. | Auditors Report with Annexure |
| 4. | Balance Sheet with Notes |
| 5. | P & L Account with Notes |
| 6. | Annual Return in MGT-7 <ul style="list-style-type: none">▪ List of Shareholders |

SPECSMODE PRIVATE LIMITED

Regd. Office: 1632, Thana Road, Najafgarh, Delhi, Delhi - 110043

CIN: U33309DL2020PTC366885

Email Id: specstree20@gmail.com; Ph. +91-9990209848

DIRECTOR'S REPORT

To Members,
SPECSMODE PRIVATE LIMITED.

Your Directors have pleasure in presenting the First Annual Report together with the Audited Statement of Accounts of your Company for the Year ended March 31, 2021.

■ FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2021:

(In Rs.)

| Particulars | Financial Year ended 31st March, 2021 | Financial Year ended 31st March, 2020 |
|---|--|--|
| | (Amount in Rs.) | (Amount in Rs.) |
| Net Sales/Income from Business Operations | 1,468,317.00 | - |
| Other Income | 22,001.00 | - |
| Total Income | 1,490,318.00 | - |
| Less: Expenses | 2,021,305.92 | - |
| Profit / Loss before tax and Extraordinary / exceptional items | (530,987.92) | - |
| Less: Extraordinary / exceptional items | - | - |
| Profit before tax | (530,987.92) | - |
| Less: Current Income Tax | - | - |
| Less: Previous year adjustment of Income Tax | - | - |
| Less Deferred Tax | 2,917.00 | - |
| Net Profit after Tax | (533,904.92) | - |
| Earnings per share (Basic) | (0.58) | - |
| Earnings per Share (Diluted) | (0.58) | - |

■ RESULTS OF BUSINESS OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company is primarily engaged in the business of manufacturing, sales and services of eyewear.

During the year under review, the Company has achieved the total income of Rs. 1,490,318.00. The net loss after tax during the year has been Rs. 533,904.92/-.

■ CHANGE IN NATURE OF BUSINESS

There is no change in nature of business during the period under review.

■ CHANGE IN REGISTERED OFFICE OF THE COMPANY

The company has not changed its registered office during the period under review.

■ INTERNAL FINANCIAL CONTROL

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.

The Management is responsible for establishing and maintaining internal controls for financial reporting and the Statutory Auditors periodically reviews the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company to ensure Financial Statements of the Company present a true and fair view of the state of affairs of the Company.

▪ **ABOUT COVID-19**

During FY 2020-21, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally.

▪ **WEBLINK OF ANNUAL RETURN**

The company's website/weblink is <https://www.specstree.com/>.

▪ **DIVIDEND**

To plough back the profits/loss into the business activities, no dividend is recommended for the financial year 2020-21.

▪ **TRANSFER TO RESERVE**

Whole amount of loss of Rs. 533,904.92/- during the financial year ended 31st March, 2021.

▪ **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

▪ **CONSOLIDATED FINANCIAL STATEMENTS**

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statement for the F. Y. 2020-21.

▪ **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES**

The Company did not have any Subsidiary/Joint venture/Associate Company as on 31st March, 2021 or during the year ended on that date.

▪ **AUDITORS**

The Board proposed the M/s S.C. GARG & Associates, Chartered Accountants, as the statutory auditors of your Company, to hold office up to the conclusion of the Sixth AGM to be held in the year 2026. M/s. S.C. GARG & Associates are eligible for appointment as Statutory Auditors of the Company and have given their consent for re-appointment and have been considered by the Board for their appointment upto the conclusion of Eleventh annual general meeting.

As required under the provisions of Sections 139(1) read with 141 of the Companies Act, 2013, the Company has obtained a written certificate from M/s S.C. GARG & Associates, Chartered Accountants, proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the criteria specified in the said sections..

▪ **COMMENT ON THE AUDITORS' REPORT**

There was no a qualification, reservations or adverse remarks made by the Auditors in their report. The Auditor's Report is enclosed with Financial Statements with this Annual Report.

The provisions of section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

▪ **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

▪ **DISCLOSURE ABOUT COST AUDIT**

The provision of maintenance of cost audit records and filing the same is not applicable to the Company.

▪ **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

Following are the directors of the company:

1. DEVENDER GUPTA
2. GAURAV AHUJA
3. NIKHIL YADAV
4. RAJESH KUMAR

During the year under review, Sh. Rajesh Kumar joined the Board of the Company w.e.f. 02/09/2020.

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

▪ **MEETINGS OF BOARD OF DIRECTORS**

Nine Board Meetings were held during the Financial Year ended March 31, 2021. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days.

The names of members of the Board, their attendance at the Board Meetings are as under:

| Name of Directors | Number of Meetings attended/ Total Meetings held during the Financial Year |
|--------------------|--|
| Mr. Devender Gupta | 9/9 |
| Mr. Gaurav Ahuja | 9/9 |
| Mr. Nikhil Yadav | 9/9 |
| Mr. Rajesh Kumar | 5/5 |

| S.No. | Date of meeting | Total Number of directors associated as on the date of meeting. | Number of directors attended | % of attendance |
|-------|-----------------|---|------------------------------|-----------------|
| 1. | 28/07/2020 | 3 | 3 | 100 |
| 2. | 17/08/2020 | 3 | 3 | 100 |
| 3. | 01/09/2020 | 3 | 3 | 100 |
| 4. | 02/09/2020 | 3 | 3 | 100 |
| 5. | 18/10/2020 | 4 | 4 | 100 |
| 6. | 26/11/2020 | 4 | 4 | 100 |
| 7. | 05/01/2021 | 4 | 4 | 100 |
| 8. | 15/02/2021 | 4 | 4 | 100 |
| 9. | 31/03/2021 | 4 | 4 | 100 |

▪ **COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

Further, Sec 197 of the Companies Act, 2013 read with Rule V of Companies (appointment and remuneration of Managerial Personnel) rules, 2014 are not applicable to the company and hence not commented upon here.

▪ **PARTICULARS OF EMPLOYEES**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as Annexure II.

▪ **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

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.

▪ **HUMAN RESOURCES**

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

▪ **DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 of the Companies Act, 2013 pertaining to the appointment of Independent Directors do not apply to our Company.

▪ **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

There were no loan, guarantees or Investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

▪ **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The Company has not entered into any Contracts or arrangements with related party under the provisions of section 188 of the Companies Act, 2013 during the year under review and the said provisions is not applicable. (AOC-2 – Annexure III)

▪ **EXTRACT OF ANNUAL RETURN**

The relevant extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure I** and is attached to this Report.

▪ **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

| | |
|---|----|
| (A) CONSERVATION OF ENERGY | |
| The steps taken or impact on conservation of energy | NA |
| The steps taken by the company for utilizing alternate sources of Energy | NA |
| The capital investment on energy conservation equipments | NA |
| (B) TECHNOLOGY ABSORPTION | |
| The efforts made towards technology absorption | NA |
| The benefits derived like product improvement, cost reduction, product development or import substitution | NA |
| In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) | NA |
| The expenditure incurred on research and development | NA |
| (C) Foreign Exchange earnings and Outgo | |
| Income in Foreign Currency during the year. | NA |
| Expenditure in Foreign Currency during the year. | NA |

▪ **REPORTING OF FRAUDS**

There are no frauds on or by the Company which were required to be reported by the Statutory Auditors of the Company to the Central Government.

▪ **STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy. (Annexure – IV).

▪ **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any policy on Corporate Social Responsibility initiatives as the provisions of section 135 of Companies Act, 2013 are not applicable.

▪ **DEPOSITS**

The Company has not accepted any deposits from the public or its employees during the year under review. There are no deposits which are not in compliance with the requirement of Chapter V of the Companies Act, 2013 during the year under review.

▪ **LISTING WITH STOCK EXCHANGES**

The company do not list with any stock exchange.

▪ **SHARES**

- a) **Equity shares with differential rights:** The Company has issued 815,000/- equity shares without differential rights during the year under review.
- b) **Buy Back of Securities:** The Company has not bought back any of its securities during the year under review.
- c) **Sweat Equity:** The Company has not issued any Sweat Equity Shares during the year under review.
- d) **Bonus Shares:** No Bonus Shares were issued during the year under review.
- e) **Employees Stock Option Plan:** The Company has not provided any Stock Option Scheme to the employees.

▪ **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

▪ **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant or material orders were passed by the any Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

▪ **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- b) 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 as at March 31, 2021 and of the profit of the Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'going concern' basis.
- e) Internal financial controls have been laid down to be followed by the company and such internal controls are adequate and were operating efficiently.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers,*business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

**For and on behalf of the Board of Directors
SPECSMODE PRIVATE LIMITED**



DEVENDER GUPTA

Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj
Nagar Part II, Palam Colony,
Delhi - 110077)



NIKHIL YADAV

Director

DIN: 08810311

(R/o.: 830/P/33, Narayani Hospital
Gali, Haibat Pura Main, Najafgarh,
Delhi - 110043)

Place: New Delhi

Date: 03/09/2021

ANNEXURE INDEX

| Annexure | Content |
|-----------------|--|
| I | Annual Return Extracts in MGT 9. |
| II | Particulars of Employees. |
| III | AOC 2 - Related Party Transactions disclosure. |
| IV | Risk Management Policy. |

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2021

ANNEXURE-I

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

| I. REGISTRATION & OTHER DETAILS: | | |
|----------------------------------|--|---|
| 1 | CIN | U33309DL2020PTC366885 |
| 2 | Registration Date | 27/07/2020 |
| 3 | Name of the Company | SPECSMODE PRIVATE LIMITED |
| 4 | Category/Sub-category of the Company | Company limited by Shares Non-Government Company |
| 5 | Address of the Registered office & contact details | 1632, Thana Road, Najafgarh, Delhi - 110043 |
| 6 | Whether listed company | Unlisted Company |
| 7 | Name, Address & contact details of the Registrar & Transfer Agent, if any. | N.A |

| II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY | | | |
|--|--|---------------------------------|------------------------------------|
| (All the business activities contributing 10 % or more of the total turnover of the company shall be | | | |
| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
| 1 | Manufacturing, sales and services of eyewear. | 325 | 100% |

| III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES | | | | | |
|---|---------------------------------|---------|--------------------------------|------------------|--------------------|
| The company does not have any holding, subsidiary and associate company | | | | | |
| SN | Name and address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
| 1 | NIL | NIL | - | - | - |

| IV. SHARE HOLDING PATTERN | |
|--|--|
| (Equity share capital breakup as percentage of total equity) | |

(i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|---------|-------------------|---|-----------|-----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | | 100,000 | 100,000 | 100.00% | | 9,150,000 | 9,150,000 | 100.00% | 0.00% |
| b) Central Govt | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| c) State Govt(s) | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| d) Bodies Corp. | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| e) Banks / FI | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| f) Any other | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| Sub Total (A) (1) | - | 100,000 | 100,000 | 100.00% | - | 9,150,000 | 9,150,000 | 100.00% | 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. | | - | - | 0.00% | | - | - | 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) | - | 100,000 | 100,000 | 100.00% | - | 9,150,000 | 9,150,000 | 100.00% | 0.00% |
| | | | | | | | | | |
| B. Public | | | | | | | | | |
| | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| b) Banks / FI | | - | - | 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% |
| f) Insurance | | - | - | 0.00% | | - | - | 0.00% | 0.00% |
| g) FIIs | | - | - | 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. | | | | | | | | | |
| i) Indian | | | - | 0.00% | | | - | 0.00% | 0.00% |
| ii) Overseas | | | - | 0.00% | | | - | 0.00% | 0.00% |
| b) Individuals | | - | - | | | 0 | - | 0.00% | 0.00% |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | | - | - | 0.00% | | 0 | - | 0.00% | 0.00% |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | | - | - | 0.00% | | 0 | - | 0.00% | 0.00% |
| c) Others (specify) | | | | | | | | | |
| 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):- | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Total Public (B) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| C. Shares held by Custodian for GDRs & ADRs | | | - | 0.00% | | | | 0.00% | 0.00% |
| Grand Total (A+B+C) | - | 100,000 | 100,000 | 100.00% | - | 9,150,000 | 9,150,000 | 100.00% | 0.00% |

(ii) Shareholding of Promoter

| SN | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during 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 / encumbered to total shares | |
| 1 | DEVENDER GUPTA | 25,000 | 25.00% | | 250,000 | 27.32% | | 0.00% |
| 2 | GAURAV AHUJA | 25,000 | 25.00% | | 165,000 | 18.03% | | 0.00% |
| 3 | NIKHIL YADAV | 25,000 | 25.00% | | 300,000 | 32.79% | | 0.00% |
| 4 | RAJESH KUMAR | 25,000 | 25.00% | | 200,000 | 21.86% | | 0.00% |
| | TOTAL | 100,000 | 100.00% | | 915,000 | 100.00% | | 0.00% |

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

| SN | Particulars | 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 |
| | At the beginning of the year | | | 100000 | 100.00% | 915000 | 100.00% |
| | Changes during the year | | | - | 0.00% | - | 0.00% |
| | At the end of the year | | | 100000 | 100.00% | 915000 | 100.00% |

(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 | | | | | | | |
| | At the beginning of the year | | | - | 0.00% | - | 0.00% |
| | Changes during the year | | | - | 0.00% | - | 0.00% |
| | At the end of the year | | | - | 0.00% | - | 0.00% |
| 2 | | | | | | | |
| | At the beginning of the year | | | - | 0.00% | - | 0.00% |
| | Changes during the year | | | - | 0.00% | - | 0.00% |
| | At the end of the year | | | - | 0.00% | - | 0.00% |

(v) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | 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 | DEVENDER GUPTA | | | | | | |
| | At the beginning of the year | | | 25,000 | 25.00% | 250,000 | 27.32% |
| | Changes during the year | | | - | 0.00% | - | 0.00% |
| | At the end of the year | | | 25,000 | 25.00% | 250,000 | 27.32% |
| 2 | GAURAV AHUJA | | | | | | |
| | At the beginning of the year | | | 25,000 | 25.00% | 165,000 | 18.03% |
| | Changes during the year | | | - | 0.00% | - | 0.00% |
| | At the end of the year | | | 25,000 | 25.00% | 165,000 | 18.03% |

| | | | | | | |
|---|------------------------------|--------|--------|---------|--------|--|
| 3 | NIKHIL YADAV | | | | | |
| | At the beginning of the year | 25,000 | 25.00% | 300,000 | 32.79% | |
| | Changes during the year | - | 0.00% | | 0.00% | |
| | At the end of the year | 25,000 | 25.00% | 300,000 | 32.79% | |
| 4 | RAJESH KUMAR | | | | | |
| | At the beginning of the year | 25,000 | 25.00% | 200,000 | 21.86% | |
| | Changes during the year | - | 0.00% | | 0.00% | |
| | At the end of the year | 25,000 | 25.00% | 200,000 | 21.86% | |

V. INDEBTEDNESS

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

(Amt. Rs.)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| SN. | Particulars of Remuneration | Name of MD/WT/ Manager | | Total Amount |
|-----|---|------------------------|-----|--------------|
| | Name | NIL | NIL | (Rs) |
| | Designation | | | |
| 1 | Gross salary | 0 | 0 | 0 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | | - |
| 2 | Stock Option | NIL | NIL | - |
| 3 | Sweat Equity | NIL | NIL | - |
| | Commission | NIL | NIL | - |
| 4 | - as % of profit | | | - |
| | - others, specify | | | - |
| 5 | Others, please specify | NIL | NIL | - |
| | Total (A) | - | - | Rs. 0.00 |
| | Ceiling as per the Act | | | |

B. Remuneration to other Directors

| SN. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|-----|--|-------------------|---|---|--------------|
| | | | | | (Rs) |
| 1 | Independent Directors | | | - | |
| | Fee for attending board committee | - | - | - | - |
| | Commission | | | | - |
| | Others, please specify | | | | - |
| | Total (1) | - | - | - | - |
| 2 | Other Executive Directors | - | - | | - |
| | Fee for attending board committee meetings | - | - | | - |
| | Commission | | | | - |
| | Others, please specify | | | | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - |
| | Overall Ceiling as per the Act | | | | |

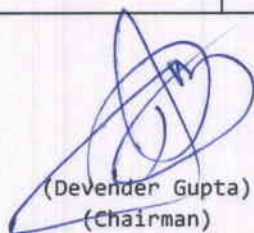
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

| SN. | Particulars of Remuneration | Name of Key Managerial Personnel | | | Total Amount |
|-----|---|----------------------------------|-----|-----|--------------|
| | | | | | (Rs) |
| | | Name | | | |
| | | Designation | CEO | CFO | CS |
| 1 | Gross salary | NA | NA | NA | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | | | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | | | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | | - |
| | Commission | | | | |
| 4 | - as % of profit | | | | - |
| | - others, specify | | | | - |
| 5 | Others, please specify | - | - | | - |
| | Total | - | - | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | NIL | NIL | NIL | NIL |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | NIL | NIL | NIL | NIL |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | NIL | NIL | NIL | NIL |
| Punishment | | | | | |
| Compounding | | | | | |

Place: New Delhi
Date: 03/09/2021


(Devender Gupta)
(Chairman)

Annexure - II

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| SL. No. | Name | Designation/ Nature of Duties | Remuneration Received [Rs.] | Qualification | Experience in years | Age in years | Date of commencem ent of employment | Last employ ment held |
|---------|------|----------------------------------|--------------------------------|---------------|------------------------|-----------------|--|--------------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| N.A. | | | | | | | | |

Notes:

- All appointments are / were non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- None of the above employees is related to any Director of the Company employed for part of the financial year.

For and on behalf of the Board of Directors
SPECSMODE PRIVATE LIMITED


DEVENDER GUPTA
Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj
Nagar Part II, Palam Colony,
Delhi - 110077)


NIKHIL YADAV
Director

DIN: 08810311

(R/o.: 830/P/33, Narayani Hospital
Gali, Haibat Pura Main, Najafgarh,
Delhi - 110043)

Place: New Delhi
Date: 03/09/2021

Annexure - III

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 arm's length transaction under third proviso thereto.

A. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | - |
| b) | Nature of contracts/arrangements/transaction | - |
| c) | Duration of the contracts/arrangements/transaction | - |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | N.A. |
| e) | Justification for entering into such contracts or arrangements or transactions' | N.A. |
| f) | Date of approval by the Board | - |
| g) | Amount paid as advances, if any | - |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | - |

B. Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | - |
| b) | Nature of contracts/arrangements/transaction | - |
| c) | Duration of the contracts/arrangements/transaction | - |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | - |
| e) | Date of approval by the Board | - |
| f) | Amount paid as advances, if any | - |

For and on behalf of the Board of Directors
SPECSMODE PRIVATE LIMITED


DEVENDER GUPTA
Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj
Nagar Part II, Palam Colony,
Delhi - 110077)


NIKHIL YADAV
Director

DIN: 08810311

(R/o.: 830/P/33, Narayani Hospital
Gali, Haibat Pura Main, Najafgarh,
Delhi - 110043)

Place: New Delhi
Date: 03/09/2021

Annexure - IV

SPECSMODE PRIVATE LIMITED

Framework for Risk Management

The Companies Act, 2013 requires that every Company to frame a risk management policy and the Directors' report must include a statement indicating development and implementation of a Risk Management Policy including identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

By "Risk Management" we at Specsmode Private Limited ("Company") understand the identification, assessment and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor and control the probability and/or the impact of unfortunate events. In the present volatile and rapidly changing financial scenario, it is imperative to have good risk management practices, not only to manage risks inherent in the business but also the risks emanating from financial markets as a whole.

The major risk for the Company includes:

Economic Environment and Market conditions

The industry is prone to impacts due to fluctuations in the economy caused by changes in global and domestic economies, changes in local market conditions, excess services supply, reduced international or local demand for Security Services, Natural calamities, price inflation, competition in the industry, government policies and regulations, fluctuations in interest rates and foreign exchange rates and other social factors. Since demand for Interior Designing Services is affected by world economic growth, a global recession could also lead to a downturn in the Security Services Provider industry.

Socio-political risks

In addition to economic risks, your Company faces risks from the socio-political environment, internationally as well as within the country and is affected by events like political instability, conflict between nations, threat of terrorist activities, occurrence of infectious diseases, extreme weather conditions and natural calamities, etc. which may affect the level of Security Services demand in domestic and foreign Countries.

Competition

In the present scenario there are rapid changes in the economy so the Company faces risk from Competition. The success of Company will be dependent upon its ability to compete in areas such as prices, quality of security services, service level and convenience of location and also to some extent, the quality and scope of other amenities, including other support facilities.

Inflation and Cost Structure

At organizational level, cost optimization and cost reduction initiatives are implemented and are closely monitored. The Company controls costs through budgetary mechanism and its review against actual performance with the key objective of aligning them to the financial budgets.

Risk of Corporate accounting fraud

- Accounting fraud or corporate accounting fraud are business scandals arising out of misusing or misdirecting of funds, overstating revenues, understating expenses etc.
- The Company has to mitigate this risk by:
- Understanding the applicable laws and regulations
- Conducting risk assessments
- Deploying a strategy and process for implementing the new controls

- Adhering to internal control practices that prevent collusion and concentration of authority
- Employing mechanisms for multiple authorization of key transactions with cross checks
- Scrutinizing of management information data to pinpoint dissimilarity of comparative figures and ratios
- Creating a favourable atmosphere for internal auditors in reporting and highlighting any instances of even minor non-adherence to procedures and manuals and other steps throughout the organization.

Legal Risk

Legal risk is the risk in which the Company is exposed to legal action. As the Company is governed by various laws and the Company has to do its business within four walls of law, where the Company is exposed to legal risk exposure. Focus is to be given on evaluating the risks involved in a contract, ascertaining our responsibilities under the applicable law of the contract, restricting our liabilities under the contract, and covering the risks involved, so that adherence to all contractual commitments can be ensured.

Quality Management

Our commitment towards total Quality Management is to forge the Human Resources of our organization into a team that promotes continual improvement in quality of Security Services.

Environmental Risk Management

The Company endeavours to protect the environment in all its activities, as a social responsibility and strives to avoid any situation causing a risk to the environment and community at large.

For the Company, the management of risk is an ongoing process and we are in the process of reviewing the existing systems and developing Risk Management Policy.

The Company recognizes that risk is an integral and unavoidable component of business and cannot be totally eliminated but however Company is committed to manage the risks in a proactive and effective manner so as to minimize any adverse fall outs threatening the existence of the Company.

**For and on behalf of the Board of Directors
SPECMODE PRIVATE LIMITED**



DEVENDER GUPTA

Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj
Nagar Part II, Palam Colony,
Delhi - 110077)



NIKHIL YADAV

Director

DIN: 08810311

(R/o.: 830/P/33, Narayani Hospital
Gali, Haibat Pura Main, Najafgarh,
Delhi - 110043)

Place: New Delhi

Date: 03/09/2021

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S SPECSMODE PRIVATE LIMITED WILL BE HELD ON THURSDAY, 30th SEPTEMBER, 2020 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1632, THANA ROAD, NAJAFGARH, DELHI - 110043 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet for the year ended 31.03.2021 and Profit & Loss Account as on date together with the Reports of the Board of Directors and the Auditors' thereon.

2. Appointment and fixing of the remuneration of the Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, S.C. Garg & Associates, Chartered Accountant, (Firm Registration No. 006873N) be and are hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of First Annual General Meeting to till the conclusion of Sixth Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable goods and service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

All the members are requested to attend the meeting

By Order of the Board
For SPECSMODE PRIVATE LIMITED



DEVENDER GUPTA

Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj Nagar Part II,
Palam Colony, Delhi - 110077)

Date: 03/09/2021

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours at registered office of the company.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

NOTES:

The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not 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 person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. 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.
7. Members are requested to notify immediately any change in their Address to the Company.

8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address with company are requested to register their e-mail addresses to the company email address.
9. The route map (including prominent land mark) for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report and various documents mentioned in the Notice and accompanying Explanatory Statement will be available at the Registered Office of the Company for inspection from 10:00 a.m. to 05:00 p.m. on all working days (except Saturdays) upto and including the date of the Meeting.

The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

By Order of the Board
For SPECSMODE PRIVATE LIMITED

Date: 03/09/2021
Place: New Delhi



DEVENDER GUPTA

Director

DIN: 08810309

(R/o.: RZG - 273, Street No. - 7,, Raj Nagar Part II,
Palam Colony, Delhi - 110077)

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]**

| | | |
|--|---------------------|-------|
| Name of the Member(s) | | |
| Registered Address | | |
| E-mail Id | Folio No /Client ID | DP ID |
| I/We, being the member(s) of _____ shares of the above-named company. Hereby appoint | | |
| Name: | E-mail Id: | |
| Address: | | |
| Signature, or failing him | | |

| | |
|---------------------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature, or failing him | |

| | |
|---------------------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature, or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the ____ day of ____ at ____ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

| Sl. No. | Resolution(S) | Vote | |
|---------|--|------|---------|
| | | For | Against |
| 1. | Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2021. | | |
| 2. | Appointment of S.C. Garg & Associates as the Statutory Auditors of the Company. | | |

Signed this ____ day of ____ 20__

Affix
Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting on 30th September, 2021

- Full name of the member attending : _____
- Ledger Folio No./ Client ID No. : _____
- Number of shares held : _____
- Name of Proxy : _____
-

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the _____ Annual General Meeting of the SPECSMODE Private Limited, at 1632, Thana Road, Najafgarh, Delhi - 110043 on 30th September, 2021.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, 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) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map:



Regd. Office - 1632, Thana Road, Najafgarh, Delhi - 110043