

# FLEURDELIS TECHNOLOGIES PRIVATE LIMITED

CIN: U72200KA2006PTC046975

Regd. Office: #440, 4th Phase, Peenya Industrial Area,  
Bengaluru – 560 058, Karnataka, India

Email ID: [bhavani@ftpl.co.in](mailto:bhavani@ftpl.co.in); Tel: +91 80 2836 7631 Fax: +91 80 2836 7631



## NOTICE

Notice is hereby given that the **SEVENTEETH ANNUAL GENERAL MEETING** of the members of **FLEURDELIS TECHNOLOGIES PRIVATE LIMITED** will be held on **Saturday, 30<sup>th</sup> September 2023 at 3.00 P.M.** at the Registered Office of the Company at No.440A, 4<sup>th</sup> Phase, Peenya Industrial Area, Bangalore-560058 to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March 2023 the statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Schedules and Notes on Accounts appended thereto and the reports of the Board of Directors and Auditors thereon.
2. *To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to the provisions of section 139(1) and 142 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force and pursuant to the approval accorded by the members at the Thirteenth Annual General Meeting held on 30<sup>th</sup> September 2019, the continuation of appointment of M/s. Madan & Co., Chartered Accountants, Bangalore (Firm Registration No. 005568S), Bangalore, as the statutory auditor of the Company to hold office until the conclusion of the Eighteenth Annual General Meeting (to be held in the calendar year 2024) on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus applicable taxes, out of pocket expenses if any, be and is hereby noted.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this matter on behalf of the Company.”

### SPECIAL BUSINESS:

#### 3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, and subject to such approvals,

consents, permissions and sanctions of the concerned/ appropriate authorities and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company, the regulations contained in the Articles of Association as per the Table F of Schedule I of the Companies Act, 2013 as submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of all existing Articles thereof with immediate effect.

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized on behalf of the Company to sign the requisite documents, affix Digital Signature Certificate (DSC) and file the necessary forms with the Registrar of Companies, Bangalore-Karnataka/Ministry of Corporate Affairs and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

**BY ORDER OF THE BOARD  
FOR FLEURDELIS TECHNOLOGIES PRIVATE LIMITED**

**BHAVANI SANKAR CHERUKURI  
DIRECTOR  
DIN: 00723095**

**Date: 2<sup>nd</sup> September 2023  
Place: Bangalore**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member.
2. The instrument appointing the proxy (Form MGT 11)/Board resolution with Authorized Representative in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company at least 48 hours before the commencement of the Annual General Meeting.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is dispensed with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi.
4. The Explanatory Statements annexed to notice as required under Section 102 (1) of the Companies Act, 2013, in respect of Special Business as set out in the Notice, is annexed hereto.
5. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated 28<sup>th</sup> December, 2022 read together with circulars dated May 5, 2020 and other applicable circulars issued by the MCA (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”) due in the year 2023 through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without physical presence of the members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM:
  - a. The Director/member willing to participate at the Annual General Meeting by electronic mode (VC or OAVM) may send an email addressed to [bhavani@ftpl.co.in](mailto:bhavani@ftpl.co.in); confirming the Director’s/member’s participation by video conferencing before the date of AGM.
6. The relevant register and records are available for inspection by the members at the registered office of the Company.

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## ANNEXURE TO NOTICE

### Explanatory statement as required by Section 102 of the Companies Act, 2013

#### Item No. 1:

In terms of Section 102 of the Companies Act, 2013 the statement setting out the following material facts concerning the item of special business to be transacted at the general meeting, as annexed to the notice calling such meeting, is detailed hereunder:

#### **(a) the nature of concern or interest, financial or otherwise, if any, in respect of each item of-**

None of the Directors are concerned or interested financial or otherwise in this resolution. It may be noted that the provisions of Section 203 of the Companies Act, 2013 read with the Companies.

#### **(b) Meaning, scope and implications of the Item No. 1 of Special Business as required under Section 102 of the Companies Act, 2013:**

The members may note that consequent to the replacement of the Companies Act, 1956 by the Companies Act, 2013, the Company proposes to adopt the new set of Articles to ensure that the Articles of Association are in tandem with Table F of Schedule I of Company Act 2013 as applicable to a Private Limited Company.

In view of the above, the Company proposes to adopt the new Articles of Association as stipulated under Table F of Schedule I of the Companies Act, 2013 in substitution for, and to the exclusion of all existing Articles thereof.

Hence, the Board of Directors recommends the resolutions in Item No. 1 for approval of members by means of a Special Resolution.

The entire set of amended Articles of Association is annexed with this Notice for your ready reference. The same may also be inspected at the Registered Office of the Company during business hour.

#### **BY ORDER OF THE BOARD FOR FLEURDELIS TECHNOLOGIES PRIVATE LIMITED**

**BHAVANI SANKAR CHERUKURI  
DIRECTOR  
DIN: 00723095**

**Date: 07<sup>th</sup> September 2023  
Place: Bangalore**

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## DIRECTORS' REPORT

**To,  
The Members,  
FLEURDELIS TECHNOLOGIES PRIVATE LIMITED**

Your Directors are pleased to present the **Seventeenth Annual Report** of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March 2023 (year under review').

### 1. FINANCIAL SUMMARY FOR THE YEAR 2022-2023

#### i) FINANCIAL RESULTS & OPERATIONS:

Particulars	Amount in Rs.	
	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2022
Revenue from operations	3,59,48,789	4,63,95,668
Other Income	76,763	2,38,493
Total Income	3,60,25,552	4,66,34,161
Total Expenditure	4,59,89,902	4,61,68,918
Profit/(Loss) before tax	(99,64,350)	4,65,243
Tax Expense		
1.Current Tax	-	-
2.Deferred Tax	69,237	(44,758)
3.Short/(Excess) Provision of Income Tax earlier years	1,20,713	-
Profit/(Loss) for the period	(1,01,54,300)	5,10,001
Earnings per share		
Basic	(6.77)	0.34
Diluted	(6.77)	0.34

#### ii) BUSINESS OVERVIEW:

During the year under review your Company's revenue from operations was Rs.3,59,48,789/- as compared to Rs 4,63,95,668/- in the previous financial year. Further during the year under review your Company has incurred a Loss of Rs.1,01,54,300/- as compared to the Profit of Rs.5,10,001/- achieved in the previous year. Your Company aims to augment its performance in the ensuing years by implementation of various proactive and cost optimization measures.

**iii) MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 THE REPORT i.e., AFTER 31<sup>ST</sup> MARCH 2023 BUT BEFORE DATE OF SIGNATURE OF DIRECTORS REPORT:**

No Material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financials position of the Company.

**iv) ANY CHANGE IN NATURE OF BUSINESS:**

There has been no change in the nature of business of the Company during the year under review.

**v) RESERVES:**

The Company has not transferred any amount to General Reserves during the year under review.

**vi) DIVIDEND:**

Your directors do not propose any dividend for the year ended 31<sup>st</sup> March 2023.

**vii) NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR ALONG WITH REASONS:**

The Company has no subsidiaries. Further during the year no joint ventures or associate companies were incorporated or ceased.

**viii) MAINTENANCE OF BOOKS OF ACCOUNT AND RELEVANT BOOKS AND PAPERS**

i)	Books of account of the Company are maintained at -	Registered Office of the Company
ii)	In case the Books of account of the Company are not maintained at Registered Office of the Company.	Not Applicable
iii)	Mode of maintenance of the books of accounts and other books and relevant papers	The books of accounts and other books and relevant papers are maintained in Electronic Mode in accordance with the provisions of second proviso to Section 128(1) of the Companies Act, 2013.
iv)	Complete Postal Address of the Place of maintenance of computer servers (Storing Accounting Data)	Address: Regd. Office: No. 440, 4 <sup>th</sup> Phase, Peenya Industrial Area, Bangalore-560058  State/ <del>Union Territory</del> : Karnataka

		District: Bangalore District ISO Country Code: +91 Country: India Phone: 080-28367631
v)	Particulars of the service provider (if any)  Name of the service provider  Internet protocol address of service provider  Location of the service provider  Whether books of account and other books and papers are maintained on cloud  If yes, address as provided by the service provider	NIL

## 2. DEPOSITS:

In terms of the disclosure required under Section 134(3) read with rule no. 8(5) of the Companies (Accounts) Rules, 2014, it is hereby stated that:

During the year, the Company has not accepted from the public any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## 3. NUMBER OF BOARD MEETINGS

The Board of Directors duly met Seven (4) times respectively as detailed hereunder in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Sl. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance		
			Number of Directors attended	Names of Directors who attended	% of attendance
1.	20 <sup>th</sup> May 2022	3	3	1.Bhavanisankar Cherukuri 2. Arjun Venkata Cherukuri 3.Bharathi	100

				Cherukuri	
2.	15 <sup>th</sup> July 2022	3	3	1.Bhavanisankar Cherukuri 2. Arjun Venkata Cherukuri 3.Bharathi Cherukuri	100
3.	7 <sup>th</sup> September 2022	3	3	1.Bhavanisankar Cherukuri 2. Arjun Venkata Cherukuri 3.Bharathi Cherukuri	100
4.	28 <sup>th</sup> December 2022	3	3	1.Bhavanisankar Cherukuri 2. Arjun Venkata Cherukuri 3.Bharathi Cherukuri	100
5.	22 <sup>nd</sup> March 2023	3	3	1.Bhavanisankar Cherukuri 2.Arjun Venkata Cherukuri 3.Bharathi Cherukuri	100

#### **4. DETAILS OF DIRECTORS - APPOINTED/ RESIGNED DURING THE YEAR:**

There was no change in the composition of Board of Directors during the year under review.

The Directors who held office during the year under review were as follows:

<b>Sl. No.</b>	<b>Director Name</b>	<b>DIN</b>	<b>Designation</b>	<b>Date of Appointment</b>
1	Bhavani Sankar Cherukuri	00723095	Director	28/02/2006
2	Arjun Venkata Cherukuri	02808135	Director	14/10/2013
3	Bharathi Cherukuri	00723103	Director	04/06/2019

It may be noted that the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with respect to the appointment of key managerial personnel are not applicable to this Company.

#### **5. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 at the end of the financial year and of the profit and loss of the company for that period;



(c) 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;

(i) the directors confirm that no frauds were reported by auditors under sub-section (12) of section 143;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) 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.

## **6. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149.**

In terms of the disclosure required under Section 134(3), it is hereby stated that: The Company is a Private Limited Company and is exempted from the class of companies stipulated in Clause 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Consequently, the Company is not required to appoint any Independent Directors and a statement on declaration given by independent directors under sub-section (6) of section 149 does not arise.

## **7. APPOINTMENT/RE-APPOINTMENT OF AN INDEPENDENT DIRECTOR.**

The Company is a Private Limited Company and is exempted from the class of companies stipulated in Clause 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Consequently the Company is not required to appoint any Independent Directors.

## **8. IN CASE OF A COMPANY COVERED UNDER SUB-SECTION (1) OF SECTION 178, COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178**

The Company is a Private Limited Company and is exempted from the class of companies stipulated in Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. Consequently, the Company is not required to constitute Nomination and Remuneration Committee of the Board and hence is not required to furnish details of Company's policy on Directors' appointment and remuneration.

## **9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 DURING THE FINANCIAL YEAR**

Details of any loan given to any person or other body corporate;	NIL
Details of any guarantee given or security provided in connection with a loan to any other body corporate or person; and	NIL
Details of acquisition by way of	

subscription, purchase or otherwise, the securities of any other body corporate.	NIL
If prior approval accorded by shareholders by special resolution in general meeting - date of the general meeting.	NIL

## **10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)**

All contracts / arrangements / transactions entered by the Company during the period under review with related parties were in the ordinary course of business and on an arm's length basis. Your Directors draw attention of the members to Note No. 24 to the financial statements which sets out related party disclosures.

The particulars of every contract or 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 are disclosed in **Form No. AOC -2 (ANNEXURE)**

## **11. DETAILS OF REMUNERATION OF EMPLOYEES AS REQUIRED TO BE DISCLOSED UNDER SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AS AMENDED**

Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are not applicable to Private Limited Companies. Consequently, disclosure of remuneration of employees is not required for this Company.

## **12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

<p><b><u>(A) Conservation of energy:</u></b> Steps taken / impact on conservation of energy, with special reference to the following:</p> <p>(i) Steps taken by the company for utilizing alternate sources of energy including waste generated</p> <p>(ii) Capital investment on energy conservation equipments</p>	<p>The management has taken adequate steps to conserve energy wherever possible.</p> <p>During the year there were no capital investments on energy conservation equipments</p>
<p><b><u>(B) Technology Absorption:</u></b></p> <p>1. Efforts, in brief, made towards technology absorption.</p> <p>2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import</p>	<p>During the year there were no expenditure incurred on Technology absorption and the Company has not utilized any imported technology during the last three years.</p>

<p>substitution, etc.</p> <p>3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:</p> <p>(a) Details of technology imported.  (b) Year of import.  (c) Whether the technology been fully absorbed  (d) If not fully absorbed, areas where absorption has not taken place, and the reasons therefore.</p> <p>4. Expenditure incurred on Research and Development</p>	<p>The Company has not incurred any expenditure on research and development during the year under review.</p>
<p><b>(C) Foreign exchange earnings and Outgo:</b></p> <p>a) Foreign exchange Earnings  b) Foreign exchange Outgo</p>	<p>NIL  NIL</p>

### 13. AUDITORS:

Pursuant to the provisions of the Companies (Amendment) Act, 2017 the mandatory requirement for ratification of appointment of auditors by members at every Annual General meeting has been deleted w.e.f 7<sup>th</sup> May 2018.

The members are requested to note the continuation of office of M/s. Madan & Co., Chartered Accountants, Bangalore (Firm Registration No. 005568S), Bangalore, as the statutory auditor of the Company to hold office until the conclusion of the Eighteenth Annual General Meeting of the Company (to be held in the calendar year 2024) at a remuneration as may be decided by the Board of Directors of the Company.

### 14. CORPORATE SOCIAL RESPONSIBILITY

The criteria for setting up Corporate Social Responsibility Committee as prescribed by the notification issued by Ministry of Corporate Affairs dated 27<sup>th</sup> February 2014 read with Section 135 sub-section of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are presently not applicable to the Company.

### 15. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

The Company is a Private Limited Company which has not accepted any deposits from the public and has not borrowed money from banks and public financial

institutions in excess of fifty crore rupees. Consequently in terms of Section 177(9) of the Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, establishment of vigil mechanism is not required.

**16. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE—**

<p>(i) by the auditor in his report; Annexure A to Auditors' Report: (vii) According to the information and explanations given to us and on basis of our examination of the records of the company, the company is generally not regular in depositing undisputed statutory dues including provident fund, income tax, service tax and value added tax, cess and any other material statutory dues with the appropriate authorities.</p>	<p>Reply to Auditors' observations/remarks: Reply: The Board of Directors has duly noted the auditors' comments and has initiated necessary steps to facilitate prompt remittance of statutory dues with the appropriate authorities.</p>
<p>(ii) by the company secretary in practice in his secretarial audit report;</p>	<p>Not applicable to Private Limited Companies</p>

**17. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any equity shares with differential rights during the year under review.

**18. ISSUE OF SWEAT EQUITY SHARES**

The Company has not issued any sweat equity shares during the year under review.

**19. EMPLOYEES STOCK OPTION SCHEME**

The Company has not implemented any Employees Stock Option Scheme during the year under review.

**20. PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES**

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

**21. A STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY**

The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

**22. DETAILS OF COMMISSION/REMUNERATION RECEIVED BY A MANAGING DIRECTOR/WHOLE-TIME DIRECTOR OF THE COMPANY FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY**

Section 197 of the Companies Act, 2013 is applicable to public Companies. As your Company is a Private Limited Company, the provisions of Section 197(14) with regard to disclosure of details of any commission/remuneration received by the Managing Director/Whole-time Director from the Company's holding or subsidiary company are not applicable.

**23. AUDIT COMMITTEE**

The Company is a Private Limited Company and is exempted from the class of companies stipulated in Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. Consequently, the Company is not required to set up any Audit Committee.

**24. OTHER DISCLOSURES**

- a) The details of 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 no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- b) The details in respect of adequacy of internal financial controls with reference to the Financial Statements.  
The Company has adequate internal control systems commensurate with the size of the Company and the nature of its business.
- c) In case of any revision of financial statements or Board's report made during the financial year, detailed reasons for revision of financial statements or Board's report to be disclosed.  
No revision of financial statements or Board's report was made during the financial year.

- d) Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.
- e) There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- f) There was no instance of onetime settlement with any Bank or Financial Institution.

## **25. EXTRACT OF ANNUAL RETURN AS PRESCRIBED IN FORM MGT-9**

The Ministry of Corporate Affairs (MCA) vide Companies (Management and Administration) Rules, 2014 as amended w.e.f. 5<sup>th</sup> March 2021 has dispensed with the requirement of the extract of the annual return in Form MGT-9.

## **26. A STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Company is a Private Limited Company and accordingly the statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors is not required.

## **27. WEB-LINK OF ANNUAL RETURN**

The Ministry of Corporate Affairs (MCA) vide Companies Amendment Act, 2017 effective from 28<sup>th</sup> August 2020 has notified that - "Every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report."

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 as amended the Annual Return of the Company as on 31<sup>st</sup> March 2023 is available on the Company's website and can be accessed at the following web-link:  
[www.ftpl.co.in](http://www.ftpl.co.in).

## **28. DISCLOSURE PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has formulated 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 workplace 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 also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action. The Company has not received any complaint of sexual harassment during the year under review.

## **29. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India with regard to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

## **30. APPRECIATION**

Your Directors wish to place on record their sincere appreciation for the dedicated services rendered by the employees and assistance and support rendered by Bankers, Shareholders and other Government bodies to the Company. Your Directors also deeply acknowledge the continuous trust reposed by the shareholders.

**BY ORDER OF THE BOARD  
FOR FLEURDELIS TECHNOLOGIES PRIVATE LIMITED**

**BHAVANI SANKAR CHERUKURI  
DIRECTOR  
DIN: 00723095**

**BHARATHI CHERUKURI  
DIRECTOR  
DIN: 00723103**

**Date: 16<sup>th</sup> August 2023  
Place: Bangalore**

**ANNEXURE TO DIRECTORS' 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**

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

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

(a) Name(s) of the related party and nature of relationship	Details are provided in Note 24 to the financial statements as at 31 <sup>st</sup> March 2023.
(b) Nature of contracts/arrangements/ transactions	Details are provided in Note 24 to the financial statements as at 31 <sup>st</sup> March 2023.
(c) Duration of the contracts / arrangements/transactions	Based on the agreements /mutual business arrangements entered into from time to time.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Based on the agreements /mutual business arrangements entered into from time to time.
(e) Date(s) of approval by the Board, if any:	The related party transactions are in ordinary course of business and at arm's length basis, accordingly necessary approvals have been obtained, wherever applicable.
(f) Amount paid as advances, if any:	NIL

**BY ORDER OF THE BOARD  
FOR FLEURDELIS TECHNOLOGIES PRIVATE LIMITED**

**BHAVANI SANKAR CHERUKURI  
DIRECTOR  
DIN: 00723095**

**BHARATHI CHERUKURI  
DIRECTOR  
DIN: 00723103**

**Date: 16<sup>th</sup> August 2023**

**Place: Bangalore**