

FORWARD LOOKING STATEMENT

In this annual report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions.

We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward - looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward- looking statements, whether as a result of new information, future events or otherwise.

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

CONTENTS

- 1) Company Information
 - 2) Notice of Annual General Meeting
 - 3) Director's Report
 - 4) Management's Discussion and Analysis
 - 5) Report on Corporate Governance
 - 6) CEO/CFO Certification
 - 7) Auditor's Report
 - 8) Auditor's Certificate on Corporate Governance
 - 9) Balance Sheet
 - 10) Profit and Loss Account
 - 11) Schedules forming parts of Accounts
 - 12) Cash Flow Statement
 - 13) Attendance Slip
 - 14) Proxy Form
-

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

CORPORATE INFORMATION

NAME OF COMPANY : KYRA LANDSCAPE LIMITED
CIN : L45200MH1991PLC062984
ISIN : INE094M0128
SCRIP CODE : 530967

BOARD OF DIRECTORS :

DIN	NAME	DESIGNATION
03298916	Mr.Dipesh Joshi	Executive Director
02986911	Mr. Harish Joshi	Executive Director
03298948	Mrs.Neeta Joshi	Executive Director
01623091	Mr.Paresh Shah	Independent Director
03272636	Mr.Narendra Doshi	Independent Director
03321530	Mr.Keyur P shah	Independent Director

REGISTERED AND
CORPORATE OFFICE : 102, 1st Floor, Surya Sadan Building,
Ram Maruti Road, Thane (West) - 400 601.

CHARTERED ACCOUNTANT : **M/s. Bhavik Sheth & Associates**
35, Pushpamani Society, Zaver Road,
Opp.Axis Bank, Mulund (West), Mumbai - 400080.

BANKERS : Indusind Bank

REGISTRAR AND SHARE
TRANSFER AGENTS : **Skyline Financial Services Pvt Ltd**
D - 153A, 1st Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110 020.

FINANCIAL YEAR : 2013 - 2014

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of THE KYRA LANDSCAPE LIMITED will be held on, the **30th September, 2014 at 11.00 a.m. at 102, 1st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.

2. To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Harish Joshi, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

3. To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Dipesh Joshi, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

4. To appoint M/s. Bhavik Sheth & Associates, Chartered Accountants as Statutory Auditors of the Company who have expressed their willingness to get re-appointed by passing following resolution:

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s. Bhavik Sheth & Associates, Chartered Accountants who have expressed their willingness to get re-appointed. Appointment of M/s. Bhavik Sheth & Associates, Chartered Accountants has been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 14th August 2014 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the fifth annual general meeting, with this meeting being counted as the first meeting

RESOLVED FURTHER THAT appointment of the statutory auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the director of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.

SPECIAL BUSINESS :

5. 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 152, 161 and any other applicable provisions of the Companies Act, 2013(as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Girish Sehgal (DIN- 06960692) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Girish Sehgal (DIN- 06960692) for the office of the Director of the Company, be and is hereby elected and appointed as Director of company, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to section 152, 164 , 165 & 179 (3), 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that she is not disqualified to be appointed as director in DIR-8, AND declaration in form MPB-1 giving notice of her concern or interest in the companies/ firms and that post appointment her number of directorships will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such things, acts and deeds which may be necessary for giving effect to this resolution and to file e-Form No. DIR-12, MGT-14 with Registrar of Companies, on the MCA -21 portal.”

6. 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 152, 161 and any other applicable provisions of the Companies Act, 2013(as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Keyur Shah (DIN- 03321530) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Keyur Shah (DIN- 03321530)for the office of the Director of the Company, be and is hereby elected and appointed as Director of company, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to section 152, 164 , 165 & 179 (3), 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he is not disqualified to be appointed as director in DIR-8, AND declaration in form MPB-1 giving notice of his concern or interest in the companies/ firms and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such things, acts and deeds which may be necessary for giving effect to this resolution and to file e-Form No. DIR-12, MGT-14 with Registrar of Companies, on the MCA -21 portals.”

7. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Narendra Doshi (DIN 03272636) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the, director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

8. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Paresh Shah (DIN: 01623091) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as 9director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and

disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

9. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mrs. Bindu p Shah (DIN: 02000356) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

10. To consider and if thought fit, to pass with or without modifications, the following, resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mrs. Girish Sehgal, (DIN- 06960692) as the Whole Time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial

Personnel (KMP) of the Company with effect from 14th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mrs. Girish Sehgal, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to her by the Board from time to time

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule IV, the appointee shall be a paid a monthly remuneration of Rs.20000/-p.m, details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and, and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of the director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

11. To consider and if thought fit, to pass with or without modifications, the following, resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mr. Keyur Shah, (DIN-03321530) in the capacity as Chief Financial Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 14th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Keyur Shah, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule IV, the appointee shall be a paid a monthly remuneration of Rs.12,000/-p.m., details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-

enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and any of the director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

12. To consider and if thought fit, to pass with or without modifications, the following, resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mrs. Neeta Joshi, (DIN:03298948) as the Chairman as Whole time Key Managerial Personnel (KMP) of the Company with effect from 14th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mrs. Neeta Joshi, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule IV, the appointee shall be a paid a monthly remuneration of 10,000/-p.m., details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Directors of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Director

NOTES :

1. Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself and the proxy need not to be a member.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. The Register of Members of the Company shall remain closed from, September 26 to September 30, 2014 (both days inclusive).
4. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies at the Meeting.
5. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
7. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
8. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 28th September 2013.
9. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified board resolution on the letter head of the company signed by one of the Directors of the Company authorising their representative to attend and to vote on their behalf at the meeting.

10. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Mr.Girish Sehgal	Mr.Keyur Shah	Mrs.Bindu P Shah	Mr.Paresh Shah	Mr.Narendra Doshi	Mrs.Neeta Dipesh Joshi
Age	50	30	42	41	51	47
Qualification	M.B.A.Finance	B.Com.	B.Com	H.S.C.	H.S.C.	B.Com.
Nature of Expertise	Financial Market & Business Development	Master Marketing Management & Real Estate	Marketing & Finance	Finance	Finance Real Estate	Marketing
Experience	8 Years	10 Years	7 Years	5 Years	9 Years	3 Years
Name of the Companies in which also holds Directorship	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Name of the Companies in committees of which also holds Membership/ Chairmanship	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Shareholding in the Company	1.96%	0.74%	N.A.	N.A.	N.A.	N.A.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

E-VOTING

1. Voting through electronic means :

- (i) According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
- (ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depositories Limited (NSDL)
- (iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
- (v) The e-Voting shall remain open from 27st September, 2014 (9.00 a.m.) till 29rd September, 2014 (6.00 p.m.).
- (vi) *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 27 September 2014.
- (vii) The Board of Directors at their meeting have appointed Ms. Divya Momaya, Proprietor of M/s D.S. Momaya & Co, Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
- (viii) Vote once casted by the member cannot be changed/altered.

2. The instructions for e-voting are as under:

- (i) The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the members. Initial logging ID and password is provided at the bottom of the Attendance Slip/ Proxy Form for the AGM.

EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- (ii) CDSL shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.CDSL.com/>

- (iv) Click on Shareholder - Login
- (v) Put user-Id and Password as initial password noted in step (ii) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select “EVEN” of KYRALANDSCAPE LIMITED.
- (ix) Now you are ready for e-Voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail evoting@CDSL.co.in with a copy marked to evoting@CDSL.co.in.
- (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.CDSL.com.
- (xv) If you are already registered with CDSL for e-voting then you can use your existing user-Id and password for casting your vote.
- (xvi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (xvii) The e-Voting period commences on 25th September, 2014 (9.00 a.m.) and ends on 27th September, 2014 (6.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. August 29th , 2014, may cast their vote electronically. The e-Voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- (xviii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, August 22nd, 2014.
- (xix) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 22nd, 2014 and not casting their vote electronically, may cast

their vote at the Annual General Meeting.

- (xx) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxi) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kyralandscapes.com and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company on 3rd October, 2014 and communicated to the BSE Limited.

STATEMENT ANNEXED TO THE NOTICE

(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013)

ITEM NO.6 & 11

Mrs. Girish Sehgal was appointed as an Additional Director by the Board of Director w.e.f. 14th August, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing her candidature for appointment as Director of the Company. The Board feels that presence of Mr. Girish Sehgal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption. None of the Directors, except Mr. Girish Sehgal and Mr. Keyur Shah is concerned or interested in this resolution. The Board recommends resolutions under Item No. 6 to be passed as ordinary resolution.

Further Mr. Girish Sehgal was also appointed as Whole Time Director in the capacity as Chief Executive Officer and Managing Director as Whole time Key Managerial Personnel (KMP) in the meeting of Board of Directors on 14th August 2014 for a period of 3 years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mrs. Mr. Girish Sehgal as the qualified candidate for the post of Whole Time Director as MD and CEO and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Girish Sehgal as the Whole Time Director MD and CEO on the terms and conditions as set out in her appointment letter and as mutually agreed between the appointee and the Company. This also will comply with the provisions of section 149 read with Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is hopeful that vast experience of Mr. Girish Sehgal will benefit the Company to achieve higher results and overall growth of the Company. The Board recommends the proposed resolution No. 11 for your approval as Special Resolution. Except Mr. Girish Sehgal and Mr. Keyur Shah, no other director is interested in the resolution.

ITEM NO.7 & 12

Mr. Keyur Shah was appointed as an Additional Director by the Board of Director w.e.f. 14th August, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing her candidature for appointment as Director of the Company. The Board feels that presence of Mr. Keyur Shah on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 7 for adoption. None of the Directors, except Mr. Girish Sehgal and Mr. Keyur Shah is concerned or interested in this resolution. The Board recommends resolutions under Item No. 7 to be passed as ordinary resolution.

Mr. Keyur Shah was appointed in the capacity as Chief Financial Officer as Whole time Key Managerial Personnel (KMP) in the meeting of Board of Directors on 14th August 2014 for a period of 3 years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Keyur Shah as the qualified candidate for the post of Chairman and CFO and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Keyur Shah as the Whole Time Director and CEO on the terms and conditions as set out in his appointment

letter and as mutually agreed between the appointee and the Company.

The Board is hopeful that vast experience of Mr. Keyur Shah will benefit the Company to achieve higher results and overall growth of the Company. The Board recommends the proposed resolution No. 12 for your approval as Special Resolution. Except Mr. Keyur Shah and Mr. Girish Sehgal, no other director is interested in the resolution

ITEM NO. 8

Mr. Narendra Doshi was re-appointed as Independent Director in the meeting of Board of Directors on 14th August 2014 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Narendra Doshi as the qualified candidate for the post of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Narendra Doshi as the Independent Director. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Narendra Doshi no other director is interested in the resolution.

ITEM NO. 9

Mr. Paresh Shah was re-appointed as Independent Director in the meeting of Board of Directors on 14th August 2014 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Paresh Shah as the qualified candidate for the post of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Paresh Shah as the Independent Director. Further, the Independent Director shall not be liable to retire by rotation.

This also will comply with the provisions of section 149 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Paresh Shah will also act in the capacity of Woman Director on the Board of the Company.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mr. Paresh Shah, no other director is interested in the resolution.

ITEM NO. 10

Mrs. Bindu Shah was re-appointed as Independent Director in the meeting of Board of Directors on 14th August 2014 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mrs. Bindu Shah as the qualified candidate for the post of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mrs. Bindu Shah as the Independent Director. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Mrs. Bindu Shah no other director is interested in the resolution.

ITEM NO.13

Ms. Neeta Joshi was appointed as the Chairman as Whole time Key Managerial Personnel (KMP) in the meeting of Board of Directors on 14th August 2014 for a period of 3 years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Ms. Neeta Joshi as the qualified candidate for the post of Chairman and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Ms. Neeta Joshi as the Whole Time Director and Chairman on the terms and conditions as set out in his appointment letter and as mutually

agreed between the appointee and the Company.

The Board is hopeful that vast experience of Ms. Neeta Joshi will benefit the Company to achieve higher results and overall growth of the Company. The Board recommends the proposed resolution No. 13 for your approval as an Ordinary resolution. Except Ms. Neeta Joshi, no other director is interested in the resolution.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

DIRECTOR'S REPORT TO THE SHARE HOLDERS

TO,
The Member of
KYRA LANDSCAPES LIMITED

Your Directors are pleased to present their 23rd Annual Report of the Company with the Audited Accounts for the period ended 31st March 2014.

This report has been prepared on the basis of legal requirements under Companies Act, 1956. As per General Circular No.08/2014 issued by Ministry of Corporate Affairs dated 04/04/2014, the provisions of Companies Act, 2013 will become applicable for all disclosures required under the Act for the Year 2014-2015 and subsequent years.

1) FINANCIAL RESULTS :

Amount in Rs.

PARTICULARS	2013 - 2014	2012 - 2013
Profit before Depreciation	1,25,02,411	1,19,20,554
Less : Depreciation	8,647	8,142
Less : Directors Remuneration	NIL	NIL
Profit after Depreciation & Before Tax	1,24,93,764	1,19,12,412
Less : Provision for Tax	37,54,000	36,76,000
Profit after Tax	87,39,764	82,18,142
Add : Profit brought forward	(3,56,01,661)	(4,38,19,803)
Balance transferred to Balance Sheet	(2,68,61,897)	(3,56,01,661)

2) DIVIDEND :

After considering the financial results for the financial year, your Directors are of the opinion that it is prudent that no dividend be declared for the year under review so that the profits earned in the financial year can be ploughed back and utilized towards various growth and other expansion plans.

3) DIRECTORS :

Shri Harish Joshi, Director of the Company, retires by rotation has expressed his unwillingness to get re-appointment.

Shri Dipesh Joshi, Director of the Company retires by rotation has expressed his unwillingness to get re-appointment.

4. AUDITORS :

Mr. Bhavik Ajitkumar Sheth, Chartered Accountants, Mumbai the retiring Auditors expressed their willingness to be re-appointed as Auditors of the Company. Your Directors propose appointment of Mr. Bhavik Ajitkumar Sheth,, Chartered Accountants, whose appointment has been duly approved by the Audit Committee and who shall hold office from the conclusion of this meeting till the conclusion of the third annual general meeting, with this meeting being counted as the first meeting and will be subject to ratification in every Annual General Meeting till the third Annual General meeting by way of passing of an ordinary resolution and to fix their remuneration.

Also a certificate under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received from the Auditors to the effect that the Auditor is eligible for appointment and is not disqualified for appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made there under and proposed appointment is within the limits laid down by or under the authority of the Act

5. AUDITORS' REPORT :

The Auditors' Report to the shareholders on the Accounts of the Company for the Financial year ended March 31, 2014 does not contain any qualification and the statements made therein are self- explanatory

6. RESTRUCTURING OF THE BOARD OF DIRECTORS POST IMPLEMENTATION OF COMPANIES ACT 2013:

The Board of Directors in its meeting held on 14th August 2014 reconstituted the Board of Directors of the Company in pursuant to various provisions of the Companies Act 2013 as follows:

Sr.No.	Name of the Director	Designation	KMP Position Held
1.	Mr. Girish Sehgal	Whole Time Director	Managing Director & Chief Executive Officer
2.	Mr. Neeta Joshi	Whole Time Director	Chairman
3.	Mr. Keyur P shah	Whole Time Director	Chief Financial Officer
4.	Mr.Paresh Shah	Non Executive Independent-Director	-
5.	Mr. Narendra doshi	Non Executive Independent-Director	-
6.	Mrs. Bindu P shah	Non Executive Independent-Director	-

7. BUSINESS PERFORMANCE / FINANCIAL OVERVIEW :

A detailed analysis of your Company's Performance is discussed in Management Discussion and Analysis Report which forms part of this Annual Report.

8. FUTURE PROSPECTS :

The Company is planning to enter into strategic alliance with an infra structure development company pioneer in this industry. This nexus would go a long way to strengthen the Company's financial position and its foot prints in infrastructure development business.

9. COMPANY SECRETARY AS THE KEY MANAGERIAL PERSONNEL

Pursuant to provisions of section 203, the Company is putting its efforts to appoint whole time Company Secretary who will act as the Key Managerial Personnel under the provisions of Companies Act 2013.

10. CORPORATE GOVERNANCE PHILOSOPHY :

Your Company believes that Corporate Governance is a voluntary code of self-discipline. In line with this philosophy, it follows healthy Corporate Governance practices and reports to the shareholders the progress made on the various measures undertaken. As required under clause 49 of the listing Agreement with the stock exchanges the report on "Corporate Governance" together with the Auditor's certificate regarding compliance of the code of Corporate Governance is annexed herewith.

11. REQUIREMENTS OF SECTION 217 OF THE COMPANIES ACT, 1956 :

- a. The Company has no employees covered under section 217(2A) of Companies Act, 1956.
- b. The directors responsibility statement setting out the compliance with the accounting and Financial reporting requirements specified under section 217(2AA) of the companies Amendment Act, 2001 in respect of the financial statement is annexed to this report.
- c. Provisions of section 217(1)(e) of Companies Act, 1956 are not applicable to the company.

12. PUBLIC DEPOSITS :

Your Company has not accepted any deposits within the meaning of provision under section 58 A of the Companies Act, 1956 from the public during the year ended on 31st March, 2014.

13. DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the Operating Management and after due enquiry, confirm that:

- i. In the Preparation of the Annual Accounts, the applicable accounting standard have been followed;
- ii. They Directors have selected such accounting policies and made judgments and estimates that are reasonable and prudent so as to give a true fair view of the state of affairs of the Company at the end of the financial year and profit of the Company for that period:
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Annual Accounts have been prepared on a going concern basis.

14. PARTICULARS OF EMPLOYEE

During the year under review, no employee of the Company was in receipt of remuneration exceeding the limits prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (particulars of employees) Rules, 1975. Thus furnishing of particulars under the Companies (particulars of employees) Rules 1975 does not arise.

15. DISCLOSURE OF MATERIAL CHANGES SINCE THE END OF THE FINANCIAL YEAR ENDED 31ST MARCH, 2014

There has not been any material change in the nature of business or operation of the Company since the end of the financial year ended 31st March, 2014 till the date of this Annual Report.

16. LISTING :

Stock Exchange	Address
THE BOMBAY STOCK EXCHANGE	25th Floor, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai - 400 001

17. ACKNOWLEDGEMENT :

The Board of Directors wishes to place on record their appreciation for the continued support and cooperation extended by Banks, customers, suppliers, financial institution, government authorities and other stakeholders & investors. Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW :

That the Indian economy is slowing down is very evident. Advance estimates from the Central Statistical Organisation (CSO), Government of India (GoI) suggest that real GDP growth is estimated at 4.9 percent as compared to the growth rate of 4.5 percent in 2012-13. India's economic growth pegged at 4.9% in 2013-14. This is the second year in a row during which the economy's growth remained below the 5 percent.

The structure of economic growth is also not very encouraging for the immediate future. Incremental Gross Fixed Capital Formation (GFCF), which gives an indication of the creation of growth promoting assets in an economy, has also reduced from high levels of 14% in 2010-11 to 4.4% in 2011-12 and further down to a mere 2.5% in 2012-13. In light of this economic slowdown, it is natural witness a reduction in construction Activity. The data released by the Central Statistics Office (CSO) confirms that both the manufacturing and mining sectors shrunk in 2013-14 with fall in output. Lacklustre infrastructure activity dampened construction growth as well. The manufacturing sector contracted (-) 0.7 per cent in 2013-14 against 1.1 per cent in 2012-13. Mining and quarrying declined (-) 1.4 per cent against (-) 2.2 per cent in 2012-13.

2. INDUSTRY :

The GoI certainly realizes the importance of accelerating investments in infrastructure to boost the country's slowing economy. Therefore, it has set a massive target for doubling investment in infrastructure from 20.5 trillion to `40.9 trillion during the Twelfth Plan period (2012-2017). Total investment in infrastructure, including roads, railways, ports, airports, electricity, telecommunications, oil, gas, pipelines and irrigation, was expected to increase from 5.7% of India's GDP in the first year of the Eleventh Plan to around 8.3% in the last year of the Plan.

Today, there is a negative sentiment for private sector investment in this sector. First, the global economic Slowdown and the financial sector issues in Europe have led to a drop in flow of foreign capital into emerging markets like India. Second, domestic investors are increasingly getting riddled with financial pressures resulting out of errors in estimation and delays in execution. In this milieu, HCC has been focusing on consolidating its position as one of the leaders in the industry. The emphasis has been on reorienting its business strategy and enhancing its internal capabilities.

3. FINANCIAL PERFORMANCE :

Even under these tough times the company has managed to earn profits of Rs 118.94 lacs as against 70.16 lacs in previous year. This was mainly achieved due to right investment decisions making prudent use of capital. At present our focus is to strengthen our balance sheet and create a long term shareholder value.

a) OPPORTUNITIES AND THREATS : OPPORTUNITIES :

The Company is utilizing its funds availability with the intent to invest in real estate development and allied activities. The company expects that the proposed strategic alliance with an infrastructure development company pioneer in this industry would go a long way to strengthen our balance sheet and create a strong foundation for growth

b) THREATS :

The slowdown in economy is likely to see some slowdown in economic growth and our industry is no exception to it.

c) INTERNAL CONTROLS :

The Company has adequate system of strong internal controls for business processes, with regard to operations, financial reporting, compliance with applicable laws and regulations, etc. Regular internal audits and stocks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the existing control system in view of the changing business needs from time to time.

f) FORWARD-LOOKING STATEMENT :

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth. Product development, market position, expenditures, and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking Statements. The Company assumes no responsibility to publicly amend, modify revise any such statements on the basis of subsequent developments, information or events.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

REPORT ON CORPORATE GOVERNANCE

WHY IS CORPORATE GOVERNANCE IMPORTANT?

Corporate Governance refers to the way that Boards oversee the running of a company by its managers, and how Board members are held accountable to shareowners and the company. This has implications for company behavior not only to shareowners but also to employees, customers, those financing the company, and other stakeholders, including the communities in which the business operates. Research shows that responsible management of environmental, social and governance issues creates a business ethos and environment that builds both a company's integrity within society and the trust of its shareowners.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is the mechanism by which the values, principles, policies and procedures of a corporation are inculcated and manifested. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the organization, commitment to values and ethical business conduct. Accordingly, timely and adequate disclosure of information regarding the financial situation, performance, ownership and governance of the company is an important part of the corporate governance.

Company's philosophy on corporate governance envisages the attainment of highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and the lenders. Your company believes that for a company to be successful it must maintain global standards of corporate conduct towards its stakeholders. The company also appreciate that it is rewarding to be better managed and governed and to identify its activities with national interest. The company's philosophy on the code of corporate governance is to ensure that adequate control systems exist to enable the Board to effectively discharge its responsibilities towards the stakeholders.

The company has been striving for excellence through adoption of best governance and disclosure practices over the last few years. The company has been making proper disclosures on the Board composition and functioning, management thoughts on the business performance and outlook as well as the significant risks and protective measures taken by the company. But this is not the end; the company is committed to adhere with the best Corporate Governance Practices with continuous advancement in this area.

SECRETARIAL & INTERNAL AUDITORS

Based on recommendation received from the Audit Committee, the Board of Directors at their meeting held on 14th August, 2014 appointed D. S. Momaya & Co., Company Secretaries, Navi Mumbai as a Secretarial Auditor of the Company under section 138 (Rule 10) of the Companies Act, 2013 for the financial year 2014-15.

BOARD OF DIRECTORS

As a process of good Corporate Governance, for all corporate affairs and matters requiring discussion/decisions by the Board, the Company has a policy for the meetings of Board of Directors and committee thereof. This policy ensures systematization of the decision making process at the meetings of Board/committees, in an informed and most efficient manner.

Composition of the Board

As on 31st March, 2014, The Board of your Company consists of six members, out of whom three members hold Executive positions and three Members hold Non- Executive positions. And all three Non- Executive Directors are Independent. The Company has an Executive Chairman, and thus, more than 50% of the total number of Directors is Independent. The management of the Company is headed by the Chairman & Managing Director who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholder value are met. The composition of the Board is in conformity with Clause 49 of the Listing Agreement, with the stock exchange.

Sr. No.	Name of Directors	Designation
1.	Mr. Girish Sehgal	Chairman (Executive Director)
2.	Mr. Neeta Joshi	Director (Executive Director)
3.	Mr. Keyur P shah	Director (Executive Director)
4.	Mr. Paresh Shah	Director (Non Executive - Independent)
5.	Mr. Narendra Doshi	Director (Non Executive - Independent)
6.	Mrs. Bindu P Shah	Director (Non Executive - Independent)

For compliance with the new Companies Act 2013 Board of Directors has been reconstituted on 14th August, 2014. In newly constituted Board of Directors consists of six members, out of whom three members hold Executive positions and three Members hold Non- Executive positions. All Non-Executive Directors are Independent. The Company has an Executive Chairman, and thus, 50% of the total number of Directors is Independent. The management of the Company is headed by the Chairman & Managing Director who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholder value are met. The composition of the Board is in conformity with Clause 49 of the Listing Agreement, with the stock exchange.

The composition of the Board of Directors is given as under:

Sr. No.	Name of Directors	Designation	KMP Position Held
1.	Mr. Girish Sehgal	Whole Time Director	Managing Director & Chief Executive Officer
2.	Mr. Neeta Joshi	Whole Time Director	Chairman
3.	Mr. Keyur P shah	Whole Time Director	Chief Financial Officer
4.	Mr. Paresh Shah	Non Executive Independent-Director	-
5.	Mr. Narendra Doshi	Non Executive Independent-Director	-

Number of other Companies or Committees the Director is a Director / Member / Chairman of :

Name of Directors	No. of Board Meetings Attended	Attendance at last Annual General Meeting	Number of others Companies in which Director / Chairman	Number of others Committee in which Member
Mr.Dipesh Joshi	6	Yes	Nil	Nil
Mr.Keyur P Shah	6	Yes	Nil	Nil
Mr.Narendra P Doshi	6	Yes	Nil	Nil
Mr.Harish Joshi	6	Yes	Nil	Nil
Mrs.Neeta Joshi	6	Yes	Nil	Nil
Mr.Paresh V Shah	6	Yes	Nil	Nil

NOTES:

- Mrs.Neeta Joshi has been appointed as the Chairman as the Whole time Key Managerial³ Personnel w.e.f. 14th August 2014 for a term of 3 years.
- Mr. Harish Joshi, Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.
- Mr. Narendra Doshi has been appointed as Independent Director for a term of Five Years pursuant to provisions of the New Companies Act 2013 w.e.f. 14th August 2014.
- Mr. Dipesh Joshi, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.
- Mr. Paresh Shah has been appointed as Independent Director for a term of Five Years pursuant to provisions of the New Companies Act 2013 w.e.f. 14th August 2014.
- Mrs. Bindu P shah has been appointed as Independent Director for a term of Five Years pursuant to provisions of the New Companies Act 2013 w.e.f. 14th August 2014.
- Mrs. Girish Sehgal has been appointed as additional director on 14th August, 2014 and Board of director propose to appoint Mrs. Girish Sehgal as the Whole Time Director in the capacity as Managing Director and Chief Executive Officer as KMP in the upcoming AGM w.e.f. 14th August 2014 for a term of 3 years.
- Mr. Keyur P Shah has been appointed as Additional Director on 14th August, 2014 and Board of director propose to appoint Mr. Keyur Shah in the capacity as Chief Financial Officer as KMP in the upcoming AGM w.e.f. 14th August 2014 for a term of 3 years.

Board Meetings

The Board meetings are held at least once in every quarter. The dates of the Board Meetings are fixed well in advance and intimated to the Board members so as to enable the directors to plan their schedule accordingly. The agenda items are comprehensive and informative in nature to facilitate deliberations and include the following :

- Annual Operating Plans

- Quarterly and Annual financial results
- Change in constitution of various committees
- Monitoring and noting business transacted by various committees by taking on record minutes of various committees
- New projects and expansion plans
- General notices of interest of Directors and various disclosure from Directors
- Laying down policies for Code of Conduct and Prevention of Insider Trading and its implementation
- Deciding managerial remuneration
- Litigation matters

Number of Board Meeting held and the dates on which held :

SIX Board Meetings were held during the year The Meetings were held on :

28th May 2013, 13th July 2013, 23th October 2013, 12th November 2013, 26th December 2013, 11th February 2014. The maximum time gap between any two consecutive meetings did not exceed four months.

Director's Attendance Record

As mandated by the Clause 49, none of the Directors are members of more than ten Board level Committees nor are they Chairman of more than five Committees in which they are members. For the purpose of calculating the said limit Chairmanship/membership has been considered only for Audit Committee and Shareholders Grievance Committee.

Information supplied to the Board

The Company sends a detailed agenda folder to each Director sufficiently before Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting on the overall performance of the Company, followed by the detailed presentation.

A detailed functional report is also placed at Board Meetings. The Board provides the overall strategic direction and periodically reviews strategy and business plans, annual operating and capital expenditure budgets and oversees the actions and results of the management to ensure that the long term objectives of enhancing shareholders' value are met. The Board also, inter- alia, considers and reviews investment and exposure limits, adoption of quarterly / half-yearly / annual results, transactions pertaining to purchase / disposal of property, major accounting provisions and write-offs, minutes of meetings of the Audit and other Committees of the Board.

Remuneration Policy

The success of the organization in achieving good performance and good governing practice depends on its ability to attract and retain individuals with requisite knowledge and excellence as Executive and Non-Executive Directors. With this objective, the Board, Remuneration/Compensation Committee decides on the remuneration to be paid to the Non-Executive Directors. While deciding on the remuneration to the Directors, the Board and Remuneration / Compensation Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, his experience, level of responsibility, past performance and other relevant factors.

Code of Conduct

The Company has laid down a "Code of Conduct" for the members of the Board of Directors and the Senior Management. Annual affirmation of compliance with the Code has been made by the directors and senior

management of the Company. A declaration to this effect signed by the CEO is given in this report.

Managing Directors Certification

As required under Clause 49 V of the Listing Agreement with the Stock Exchanges, Managing Director of the Company has certified to the Board regarding the Financial Statements for the financial year ended 31st March, 2014.

Prohibition of Insider Trading Policy

The Company has formulated and implemented the Code of Conduct for Prevention of Insider Trading to comply with relevant regulations laid down by SEBI.

COMMITTEES OF THE BOARD

Your Company has three major Board level Committees -

- Audit Committee;
- Shareholders / Investors Grievance Committee;
- Remuneration / Compensation Committee;

All decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference for the Committee is taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the attendance of the members at these meetings, are provided below

AUDIT COMMITTEE :

A qualified and independent audit committee has been set up by the Board in compliance with the requirements of Clause 49 of the Listing Agreement with Stock Exchanges read with Section 292A of the Companies Act, 1956.

- **Composition, names of members and Chairperson**

As on 31st March, 2014, there are three members in the Audit Committee out of three member two directors are Non-executive Independent Directors. All the members of Audit Committee are financially literate and one member has accounting and related financial management expertise. The Audit Committee of the Company consists of two directors with independent directors forming a majority:

Sr.No.	Name of the Director	Category	Designation
1	Mr.Narendra P Doshi	Independent, Non Executive	Chairman
2	Mr.Paresh V Shah	Independent, Non Executive	Member
3	Mr.Dipesh Joshi	Executive Director	Member

The Committee has been re-constituted on 14th August, 2014. In newly constituted Audit committee all the members of Audit Committee are financially literate and one member has accounting and related financial management expertise. The Audit Committee of the Company consists of three directors with independent directors forming a majority:

Composition:

As on 31st March, 2014, there are two members in the Audit Committee and both the directors are Non-executive Independent Directors. All the members of Audit Committee are financially literate and one member has accounting and related financial management expertise. The Audit Committee of the Company consists of two directors with independent directors forming a majority :

Sr.No.	Name of the Director	Category	Designation
1	Mr.Narendra P Doshi	Independent, Non Executive	Chairman
2	Mr.Paresh V Shah	Independent, Non Executive	Member
3	Mr.Girish Sehgal	Executive Director	Member

Terms of Reference:

Terms of reference specified by the Board which are, as follows:-

1. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
2. Examination of the financial statement and the auditors' report thereon;
3. Approval or any subsequent modification of transactions of the company with related parties;
4. Scrutiny of inter-corporate loans and investments;
5. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters

• **The role of the Audit Committee shall include the following:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate

- **Meetings**

During the year 4 Audit Committee meetings held on
29th May, 2013
12th August, 2013,

7th November, 2013,
10th February, 2014

The Committee Meetings are attended by the Managing Director, Executive Director, and the Statutory Auditors.

The Composition, names of members and Chairperson:

As on 31st March, 2014, The Company's Remuneration Committee consists of following member

Sr.No.	Name of the Director	Category	Designation
1	Mr.Narendra P Doshi	Independent, Non Executive	Chairman
2	Mr.Dipesh Joshi	Independent, Non Executive	Member
3	Mr.Paresh V. Shah	Executive Director	Member

The Composition, names of members and Chairperson :

As per the provisions of section 178 Companies Act 2013, the Board of Directors of the Company in their meeting held on 14th August 2014 have renamed the Remuneration Committee as Nomination & Remuneration Committee. This Committee as per new Act comprises of three or more non-executive directors and out of which not less than one half shall be Independent Directors. The Board has re-constituted Nomination and Remuneration Committee on 14th August, 2014 as follows:

As on 31st March, 2014, The Company's Remuneration Committee consists of following member

Sr.No.	Name of the Director	Category	Designation
1	Mr.Narendra P Doshi	Independent, Non Executive	Chairman
2	Mrs.Neeta Dipesh Joshi	Executive Director	Member
3	Mr.Paresh V. Shah	Executive Director	Member

Terms of Reference :

1. To determine on behalf of the Board and on behalf of the shareholders, the Company's policy on specific remuneration packages for Executive Directors.
2. Review the performance of the Managing Director and the Whole-time Directors, after considering the Company's performance.
3. Recommend to the Board remuneration including salary, perquisites and commission to be paid to the Company's Managing Director and Whole-time Directors.
4. Finalize the perquisites package of the Managing Director and Whole-time Directors within the overall ceiling fixed by the Board.

5. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
6. Formulation of criteria for evaluation of Independent Directors and the Board;
7. Devising a policy on Board diversity;
8. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Number of Nomination & Remuneration Committee Meetings held and the dates :

The Remuneration Committee meeting was held on 12th August, 2013 during the year 2013- 14 At present, no remuneration is paid to any Directors of the Company. As there was no business to discuss, meeting of the Remuneration committee was not held during the year.

Shareholders / Investors Grievance Committee

The scope of Shareholders' Grievance committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, and issuance of duplicate share certificates, dematerialization and dematerialization of shares and other shares related activities from time to time.

All applications for transfer/ transmission are initially verified and passed by M/s. Skyline Financial Services Private Limited who is Registrar and Share Transfer (R&T) Agents of the Company's shares and thereafter the statement of such transfers etc. is duly considered and approved by the Committee. The committee had four meetings during the year

Shareholders Committee consists of following Three Directors :

Sr.No.	Name of the Director	Category	Designation
1	Mr.Narendra P Doshi	Independent, Non Executive	Chairman
2	Mr.Dipesh Joshi	Independent, Non Executive	Member
3	Mr.Paresh V. Shah	Executive Director	Member

• **Terms of Reference:**

1. To consider and resolve the grievances of security holders of the company.
2. To redress / resolve complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

• **Status of Complaints received during the Accounting year ended 31st March, 2014**

The Company during the year received some investors complaints through SCORES portal (SEBI Complaints Redressal System) of Securities & Exchange Board of India (SEBI) at www.scores.gov.in and requisite

actions were taken by the Company in time. Detail of complain received and solved during the year is as follows:-

Nature of Complaints	Received	Resolved	Pending
Relating to Transfer, Transmission etc.	4	4	0

There were no pending complaints as well as share transfer proposal as on March 31, 2014.

* During the year, the company resolved all the complaints within the time frame prescribed by the SEBI/Stock Exchanges except the disputed matters.

• **Number of Shareholders Grievance Committee Meetings held and the dates :**

There are four meeting of Shareholders Grievance Committee in the year under review.

- 29th May, 2013
- 12th August, 2013,
- 7th November, 2013,
- 10th February, 2014

Miss.Mansi Thakkar is the Compliance Officer for complying with the requirements of SEBI Regulations, and the Listing Agreement with the Stock Exchanges in India. His correspondence and other contact details are as follows:

Name and Designation of Compliance Officer: **Miss. Mansi Thakkar**
102, 1st Floor, Surya Sadan Building,
Ram Maruti Road, Thane (West) - 400 601.

DISCLOSURES :

(a) Subsidiary Companies

The Company does not have any subsidiary as on 31st March, 2014.

(b) Disclosure on Materially Significant Related Party Transactions

There were no materially significant related party transactions during the financial year 2013-14, that may have potential conflict with the interest of the Company at large. The details of the related party transactions as per Accounting Standard-18 form part of Notes to Accounts.

(c) Disclosure of Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standards.

(d) Proceeds from Public Issue/ Preferential Issue

The Company has not raised any proceeds from the public issue/ preferential issue during the year under review.

(e) Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been provided as Annexure to the Directors' Report.

(f) Profile of Directors Seeking Appointment / Re-appointment

The profile of the directors seeking appointment / re-appointment forms part of Notice of AGM.

(g) Details of Non-compliance with regard to Capital Market

With regard to the matters related to capital market, the Company has complied with all the requirements of Listing Agreement as well as SEBI regulations. No penalties were imposed or strictures passed against the Company by the stock Exchanges, SEBI or any other statutory authority during the last three years in this regard.

(h) Details of Compliance with Mandatory Requirements and Adoption of Non-mandatory Requirements of Clause 49 of the Listing Agreement**1. Separate posts of Chairman and CEO :**

The company has appointed separate persons to the post of Chairman and Managing Director/CEO.

(i) Whistle Blower Policy & Vigil Mechanism :

In its Endeavour to provide its Board, senior Management and employee a secure and a fearless working environment, Company has established the "Whistle Blower Policy/ Vigil Mechanism.

The purpose of the policy is to create a fearless environment for the employees to report any instance of unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy to the Ombudsman. (Mr. Paresh Shah Independent Director of the company).

The framework of the policy strives to foster responsible and secure whistle blowing. This policy should be read in conjunction with applicable regulations & existing policies and procedures of Company.

MEANS OF COMMUNICATION :

The Board of Directors of the Company approves and takes on record the un-audited/audited financial results in the Performa prescribed by the Stock Exchange within one and half month of close of quarter/half year and announces forthwith the results to all Stock Exchange where the shares of the Company are listed. The results, presentations and all other official news releases are displayed at the Company's website: <http://kyralandscape.com/> along with the websites of the Stock Exchange: www.bseindia.com.

Year	Type	Location	Date	Time
2012-2013	AGM	102, 1st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601.	31.08.2013	11.00A.M
2011-2012	AGM	1003, 10th Floor, Ganesh Tower Co. Hsg. Soc., Dada Patil Wadi, Thane (West), Thane - 400601.	26.07.2012	11.30A.M.
2011-2012	EGM	1003, 10th Floor, Ganesh Tower Co. Hsg. Soc., Dada Patil Wadi, Thane (West), Thane - 400601.	29.10.2011	11.30A.M.
2010-2011	EGM	1003, 10th Floor, Ganesh Tower Co. Hsg. Soc., Dada Patil Wadi, Thane (West), Thane - 400601.	29.10.2011	11.30A.M.
2010-2011	AGM	1003, 10th Floor, Ganesh Tower Co. Hsg. Soc., Dada Patil Wadi, Thane (West), Thane - 400601.	28.09.2011	11.00A.M.
2010-2011	EGM	1003, 10th Floor, Ganesh Tower Co. Hsg. Soc., Dada Patil Wadi, Thane (West), Thane - 400601.	18.11.2010	11.00A.M.

Auditors' Certificate on corporate governance:

As required by Clause 49 of the Listing Agreement, the auditor's certificate is given as an annexure to the Directors' report.

CEO/CFO Certification :

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

- Means of Communication :**

The quarterly and half-yearly unaudited financial results during the year were published through wide circular in the local newspaper as per clause 41 of Listing Agreement.

5. GENERAL SHAREHOLDERS' INFORMATION :

i.	AGM: Date, Time and Venue	Tuesday, 30th September, 2014 at 11.00 a.m at 102, 1st Floor, Surya Sadan Building, Ram Maruti Road, Thane - 400 601
ii.	Financial Calendar Financial Year 2013-2014	During the financial year under review, the board Meetings for approval of quarterly and annual financial results were held on the following Dates
	Quarter Result : Quarter ended 30th June 2012	Date : 31-07-2013
	Second Quarter Result : Quarter ended 30th September 2012	Date : 12-11-2013
	Third Quarter Result : Quarter ended 31st December 2012	Date : 11-02-2014
	Fourth Quarter and Audited Annual Result : Quarter ended 31st March 2013	Date : 14-05-2014
iii.	Dates of book closure	26th September 2014 to 30th September 2014
iv.	Dividend Payment	No dividend has been declared
v.	Listing of stock exchange	Equity Shares Listed at BSE
vi.	Listing Fees for 2013-14	BSE listing fees for the financial year 2014-2015 has been paid
vii	Stock Exchange Codes	
	BSE- Equity Shares	530967
	Equity ISIN	INE094M01010

5. REGISTRAR AND SHARE TRANSFER AGENT :

All the share transfer and communication regarding share certificate and change of address may be addressed to:

Skyline Financial Services Pvt Ltd
D - 153A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020.

6. SHARE TRANSFER SYSTEM :

The Company's share transfer committee meets regularly and expeditiously handles the procedures related to application for transfer of shares. The turnaround time for completion of transfer of shares in

physical form is generally 15 days from the date of receipt if the documents are cleared in all respects.

7. INVESTOR CORRESPONDENCE :

All shareholders complaints/queries in respect of their shareholdings may be addressed to; Kyra Landscapes Limited , 102, 1 st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601.

8. Queries relating to financial statements, the company's performance etc. may be addressed to Head-Investor Relation, Regd. Office Address : 102, 1 st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601

9. STOCK MARKET DATA :

The shares of the company are at presently quoted and traded at Bombay Stock Exchange Limited (BSE) Month- wise high and low price of the Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2013-2014:

Month	Bombay Stock Exchange (BSE)			
	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)
April 2013	184.55	205.00	175.00	202.05
May 2013	202.05	205.00	179.15	202.10
June 2013	201.85	205.00	170.00	191.15
July 2013	191.50	192.55	124.85	129.40
August 2013	128.80	151.90	117.50	136.90
September 2013	137.05	158.00	71.30	72.95
October 2013	73.00	83.40	72.50	82.00
November 2013	82.00	103.00	78.00	94.55
December 2013	94.60	95.15	90.00	94.80
January 2014	94.60	96.05	88.90	94.90
February 2014	94.80	100.60	85.70	100.55
March 2014	100.55	110.55	93.15	101. 35

Buy-Back Of Shares :

There was no buy-back of shares during the year under review.

Distribution Of Shareholding As On 31.03.2014 :

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	Total Shares	Percentage of Shareholders
1- 500	560	45.64	21,61,105	0.79
501 -1000	231	18.83	17,08,735	0.62
1001-2000	50	4.07	7,12,000	0.26
2001-3000	20	1.63	4,96,120	0.18
3001-4000	6	0.49	2,14,700	0.08
4001-5000	10	0.82	4,72,120	0.17
5001-10,000	14	1.14	10,38,465	0.38
10,001 & Above	336	27.38	26,79,96,755	97.52
TOTAL	1227	100.00	27,48,00,000	100.00

Shareholding pattern as on 31.03.2014 is as follows

Category	No. of Shares	Percentage of Shares
Promoters and Promoter Group	15,40,000	2.80 %
OCB's	33,66,593	6.13 %
Hindu Undivided Family	27,82,333	5.06 %
Bodies Corporate	2,25,83,417	41.09 %
Resident Indians	2,39,62,546	43.60 %
Any other (Clearing Members etc.)	6,96,911	1.27 %
Central Government/State Government	28,200	0.05 %
TOTAL	5,49,60,000	100.00 %

Total Number of shares dematerialized as on 31st March 2014

As on 31st March, 2014, 92.43% of the Total Equity Shares Capital was held in dematerialized form with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

A gist of the Shares held in physical and demats form is given hereunder:

Particulars	No. of Shares	Percentage of Shares
No. of Shares held by CDSL	4,51,68,955	82.19%
No. of Shares held by NSDL	77,56,645	14.11%
Physical Shares	20,34,400	3.70%
TOTAL	5,49,60,000	100 %

Outstanding Convertible Instruments, Conversion Date and Likely Impact on Equity :

As on 31st March, 2014, the Company did not have any outstanding convertible instruments likely to impact the Share Capital of the Company.

Risk Management:

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. The Board periodically discusses the significant business risks identified by the management and the mitigation process being taken up by them.

Prevention of Insider Trading

The Company has framed a Code of Conduct for prevention of insider trading based on SEBI (Insider Trading) Regulations, 1992. This Code is applicable to all Directors/officers/ designated employees. The Code ensures the prevention of dealing in Company's shares by persons having access to unpublished price sensitive information.

Compliance with Corporate Governance Norms

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange. The Company has submitted the compliance reports in the prescribed format to the stock exchanges for the quarters ended 30th June 2013, 30th September 2013, 31st December 2013 and 31st March 2014 as stipulated in clause 49 of the listing agreements with the stock exchanges.

Reconciliation of Share Capital Audit Report :

SEBI has vide its Circular No. CIR/MRD/DP/30/2010 dated 06.09.2010 renamed the "Secretarial Audit Report" as the "Reconciliation of the Share Capital audit Report".

Reconciliation of the Share Capital Audit Report in terms of SEBI Directive no. D&CC/FITTC/CIR-16/2002 dated 31.12.2002, confirming that the total issued capital of the Company is in agreement with the total number of shares in the physical form and the total number of dematerialized shares held with the depositories is placed before the Board on a quarterly basis and is also submitted to the Stock Exchanges where the shares of the Company are listed.

Compliance Certificate from Auditors :

Your Company has obtained a certificate from the Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated in clause 49 of the Listing agreement is annexed herewith.

ADOPTION OF NON- MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT.

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement and every effort has been made to comply with the non- mandatory requirements of the Clause, the details of which are mentioned hereunder:

Training of the board Members

New Directors appointed by the Board are given formal induction and orientation with respect to the Company's vision, Strategic direction. Board are given formal induction and orientation with respect to the Company's vision, strategic direction and core values including ethics, corporate governance practices, financial matters and business operations. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate superior or such other person as may be notified by the management to the work groups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

Place : Mumbai
Dated : 14th August, 2014

Registered Office :
102, 1 st Floor,
Surya Sadan Building,
Ram Maruti Road,
Thane (West) - 400 601

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

Managing Director's Certification

To,
The Board of Directors,
Kyra Landscapes Limited,
(Formerly known as Aricent Infra Limited)

I Mr. Bhavesh Makwana, Managing Director of Kyra Landscape Limited (Formerly known as Aricent Infra Limited) hereby certify to the Board that:

1. I have reviewed the financial statements and the cash flow statements for the year 2013-14 and that to the best of our knowledge and belief :
 - a) These statements do not contain any materially untrue statement or
 - b) Omit any material fact or contains statements that might be misleading.
 - c) These statements together present a true and fair view of company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies;
4.
 - (i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - (ii) There has not been any significant change in Accounting policies during the year; and
 - (iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

By Order of the Board of Directors

Place : Mumbai
Date : 14th August, 2014

sd/-
Harish Joshi
Director
DIN: 02986911

CEO AND CFO CERTIFICATION UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

To,
The Board of Directors,
Kyra Landscapes Limited,
(Formerly known as Aricent Infra Limited)

- (a) We have reviewed the financial statements and the cash flow statements for the year ended 31.03.2014 and that to the best of our knowledge and belief.
- (i) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
- (ii) These statements together presents a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief there were no transaction entered into by the company during the year ended 31.03.2014, which are fraudulent, illegal or violate of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee-
- (i) Significant changes in internal control over financial reporting during the year.
- (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place : Mumbai
Dated : 14th August, 2014

By Order of the Board
For Kyra Landscape Ltd.

sd/-
Harish Joshi
DIN : 02986911
Director

AUDITOR'S REPORT

To,
The Members
Kyra Landscapes Limited
Mumbai

1. I have audited the attached Balance Sheet of Kyra Landscapes Limited, (Formerly known as Aricent Infra Limited) as at 31 March, 2014 and the Profit and Loss Account and also the cash flow statement for the year ended on that date, annexed thereto (collectively referred as the "Financial Statements"). These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.
2. I have conducted this audit in accordance with Auditing Standards generally accepted by ICAI.. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on test basis evidence, supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.
3. Further I report that:
In my opinion and to the best of my information and according to the explanation given to me, the financial statements dealt with by this report materially comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 and the Rules framed there under and give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, in the case of :-
 - i. The Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - ii. The Profit and Loss Account, of the profit for the year ended on that date; and
 - iii. The Cash Flow Statement, of the cash flows for the year ended on that date.

PLACE : THANE
Date : 30th May, 2014

For M/s. Bhavik Sheth & Associates
(Chartered Accountant)

sd/-
CA. Bhavik A. Sheth
Proprietor
Membership No. 147449
Firm Reg. No. : 134128W

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors Report) Order, 2003 (The Order) issued by the Central Government of India in terms of Section 227 (4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the order.
2. As required by section 227 (3) of the Act , we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the statement of Profit and Loss and the cash flow statement dealt with by this report are in agreement with the books if account.
 - d) In our opinion, the Balance sheet , the statement of profit and loss, and the cash flow statement comply with accounting standards notified under the Act read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013
 - e) On the basis of the written representations received from the directors as on March 31 2014, taken on record by the Board of Directors , none of the Directors is disqualified as on March 31, 2014 from being appointed as a director in terms of Section 274 (1) (g) of the Act.

PLACE : THANE
Date : 30th May, 2014

For M/s.Bhavik Sheth & Associates
(Chartered Accountant)

sd/-
CA.Bhavik A. Sheth
Proprietor
Membership No.147449
Firm Reg.No. : 134128W

ANNEXURE TO THE AUDITORS' REPORT**Referred under the heading of "report on other Legal and regulatory requirements"
of our report of even date**

- I) In respect of its Fixed Assets:
The company has maintained proper records showing full particular including quantitative details and situation of fixed assets on the basis of available information.
- (II) In respect of its Inventories:
As the Company does not have Inventory, the Clauses (ii)(a) to (ii)(c) of para 4 of the Orders are not applicable to the company.
- (III) According to the information and explanations given to me, In respect of the loans, secured or unsecured, granted or taken by the Companies to /from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. There are parties to whom interest free advances are given, and also interest free unsecured loans taken.
- (IV) In my opinion and according to the information and explanations given to me there are adequate internal control procedures commensurate with the size of the Company & nature of its business with regard to the sale of goods and services. During the course of my Audit, I have not observed any major weakness in internal control. As such company has no independent internal auditor.
- (V) According to the information and explanation provided by management, I am of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 need to be entered in register maintained under section 301 have been so entered. Since there are agreements between parties we are not able to comment about reasonability having regard to market price.
- (VI) In my opinion and according to the information and explanation given to me, The Company has not accepted any deposits from the public as defined under sections 58A and 58AA of the Companies Act, 1956 & the Companies (Acceptance of deposits) Rules 1975.
- (VII) In my opinion and according to the information and explanation given to me, The Company has an inhouse internal audit system commensurate with the size and the nature of its business.
- (VIII) As the company is not a manufacturing concern, the clause (viii) of para 4 of the Order regarding maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 is not applicable to the company.
- (IX) (a) In my opinion and according to the information and explanation given to me, the company has generally been regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, service tax, custom duty, cess and any other material statutory dues where applicable, with the appropriate authorities during the year.
- (b) According to the information and explanation given to me, there are no amounts outstanding in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess that have not been deposited with the appropriate authorities on account of any dispute.

- (X) The Company has accumulated losses as on 31st March, 2014 and has earned profit for the financial year on that date. The accumulated losses of the Company are less than 50 % of the net worth of the Company
- (XI) In my opinion and according to the information and explanations given to me by the management, the Company has not defaulted in repayment of dues to a Financial Institution, Bank or Debenture holders
- (XII) The Company has not granted any loans and advances on the basis of security by way of pledge of share, debentures & other securities.
- (XIII) The Company is not a chit fund or nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report's) Order, 2003 is not applicable to the Company
- (XIV) In my opinion, the Company is not a dealer in shares, securities & debentures or any other investments. Accordingly, the provision of clause 4(xiv) of the Order are not applicable
- (XV) In my opinion and according to the information and explanations given to me the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (XVI) The Company has not taken any term loan during the year; as such required details need not be given.
- (XVII) According to the information and explanations given to me and on an overall examination of the Balance Sheet of the Company, funds raised on short term basis have not been used for Long term investment.
- (XVIII) According to the information and explanations given to me, the Company has not made any preferential allotment of shares to parties & Companies covered in the register maintained under section 301 of the Companies Act, 1956 for such a purpose.
- (XIX) According to the information and explanations given to me, during the period covered by my audit, the Company has not issued debentures.
- (XX) The company has not raised any money by public issue during the year and hence paragraph 4(xx) of the order is not applicable.
- (XXI) During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India and according to information and explanation given to me, I have neither come across any instances of material fraud on or by the company, noticed or reported during the year nor have been informed of such case by management.

PLACE : THANE
Date : 30th May, 2014

For M/s.Bhavik Sheth & Associates
(Chartered Accountant)

sd/-
CA.Bhavik A. Sheth
Proprietor
Membership No.147449
Firm Reg.No. : 134128W

CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members,
Kyra Landscapes Limited
(Formerly known as Aricent Infra Limited)

I have received and examined the compliance of conditions of Corporate Governance by Kyra Landscapes Limited for the financial year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement entered in to by the Company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In my opinion and to best of my knowledge & information and according to the explanations given to me, I hereby certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into by the company with Stock Exchange.

I state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/ Investors Grievance Committee.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE : THANE
Date : 30th May, 2014

For M/s. Bhavik Sheth & Associates
(Chartered Accountant)

sd/-
CA. Bhavik A. Sheth
Proprietor
Membership No. 147449
Firm Reg. No. : 134128W

KYRA LANDSCAPES LIMITED
(FORMERLY KNOWN AS ARICENT INFRA LIMITED)
BALANCE SHEET AS ON 31st MARCH, 2014

(Amount in Rs.)

	Note No.	Figures as at the end of current reporting period i.e.31/03/2014	Figures as at the end of previous reporting period i.e.31/03/2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	27,48,00,000	27,48,00,000
(b) Reserves and Surplus	2	21,70,514	(65,69,250)
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	12,12,282	14,65,000
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables	4	2,240	(30,36,585)
(c) Other current liabilities	5	88,31,449	54,96,000
(d) Short-term provisions	6	91,55,621	77,33,052
TOTAL		29,61,72,105	27,98,88,217
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	21,970	12,617
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	8	7,14,00,000	7,14,00,000
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	9	16,82,28,165	6,22,28,645
(e) Other non-current assets	10	4,48,27,221	14,57,50,000
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	11	39,42,332	(14,88,613)
(d) Cash and cash equivalents	12	77,52,417	19,85,567
(e) Short-term loans and advances		-	-
(f) Other current assets	13	-	-
TOTAL		29,61,72,105	27,98,88,217

As Per our Report Attached
For Bhavik Sheth & Associates
Chartered Accountant

For and on behalf of the Board

CA.BHAVIK AJITKUMAR SHETH
PROPRIETOR
M. No. 147449
Firm Regd. No. 134128W
Place : Thane
DATE : 30th May, 2014

sd/-
(DIRECTOR)

sd/-
(DIRECTOR)

PARAB INFRA LIMITED

(FORMERLY KNOWN AS PACHELI ENTERPRISES LIMITED)

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2014 (Amount in Rs.)

	Note No.	Figures as at the end of current reporting period i.e.31/03/2014	Figures as at the end of previous reporting period i.e.31/03/2013
I. Revenue from operations	14	56,50,830	4,72,73,254
II. Other Income	15	88,66,220	83,25,473
III. Total Revenue (I +II)		1,45,17,050	5,55,98,727
IV. Expenses:			
Cost of materials consumed		-	4,14,42,087
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	16	3,24,000	2,23,500
Financial costs		-	-
Depreciation and amortization expense	17	8,647	8,412
Other expenses	18	16,90,638	20,30,586
Total Expenses		2,023,285	43,704,585
V. Profit before exceptional and extraordinary items and tax (III-IV)		1,24,93,764	1,18,94,142
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		1,24,93,764	1,18,94,142
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		1,24,93,764	1,18,94,142
X. Tax expense:			
(1) Current tax		37,54,000	36,76,000
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		37,54,000	36,76,000
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		87,39,764	82,18,142
XVI. Earning per equity share:			
(1) Basic		0.16	0.30
(2) Diluted		0.16	0.30

As Per our Report Attached
For Bhavik Sheth & Associates
Chartered Accountant

CA.BHAVIK AJITKUMAR SHETH
PROPRIETOR
M. No. 147449
Firm Regd. No. 134128W
Place : Thane
DATE : 30th May, 2014

For and on behalf of the Board

sd/-
(DIRECTOR)

sd/-
(DIRECTOR)

KYRA LANDSCAPES LIMITED

(Formerly known as ARICENT INFRA LIMITED)

SCHEDULES FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

	as on 31.03.2014	as on 31.03.2013
Note No. 1		
<u>SHARE CAPITAL</u>		
<u>Authorised Share Capital</u>		
5,80,00,000 Equity Shares @ 5each		
(Formerly 2,90,00,000 equity shares @ Rs 10 each)	29,00,00,000	29,00,00,000
<u>ISSUED, SUBSCRIBED & PAID-UP</u>		
5,49,60,000 Equity shares of Rs 5/- each		
(Formerly 2,74,80,000 Equity shares of Rs 10/- each)	27,48,00,000	27,48,00,000
	27,48,00,000	27,48,00,000
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:		
Shares Outstanding at the beginning of the Period	27,48,00,000	27,48,00,000
Changes During the Year	-	-
Shares Outstanding at the end of the Period	27,48,00,000	27,48,00,000
	as on 31.03.2014	as on 31.03.2013
Note No. 2		
<u>RESERVE & SURPLUS</u>		
Securities Premium		
On Fresh Issue of Shares	3,54,20,000	3,54,20,000
Profit & Loss Account		
Opening Balance	(4,19,89,251)	(4,38,19,803)
Add : Current year transfer	87,39,764	82,18,142
Profit & Loss Appropriation		
Proposed Dividend (@ 20paise per share)	-	(54,96,000)
Dividend Tax on Proposed Dividend	-	(8,91,589)
Closing Balance	21,70,514	(65,69,250)
Note No. 3		
<u>LONG TERM BORROWING</u>		
<u>Unsecured Loans</u>		
Balance as per last year Balancesheet	14,65,000	19,05,000
Add: Changes in Current years Balance	(2,52,718)	(4,40,000)
	12,12,282	14,65,000
Note No. 4		
<u>TRADE PAYABLES</u>		
Pramod Shah & Associates	12,135	12,135
Public Society of India Ltd	(2,423)	(1,762)
Simplex Projects Ltd	-	(30,46,958)
Purva Shareregistry (India) Pvt Ltd	(7,472)	
	2,240	(30,36,585)

(Amount in Rs.)

	as on 31.03.2014	as on 31.03.2013
Note No. 5		
<u>OTHER CURRENT LIABILITIES</u>		
Proposed Dividend	-	54,96,000
(@ 20 paise per share)	-	
Creditors for Expenses	88,31,449	
Note No. 6		
<u>SHORT TERM PROVISIONS</u>		
<u>Outstanding Expenses</u>		
Balance as per last year Balance Sheet	-	25,281
<u>TDS Payable</u>		
Addition during the year	46,965	9,39,397
<u>Audit Fees Payable</u>		
Balance as per last year Balance Sheet	-	25,000
Addition during the year	45,000	45,000
<u>Provision for Tax</u>		
Balance as per last year Balance Sheet	58,06,785	21,30,785
Add : Current year provision	37,54,000	36,76,000
Less : Tax Paid	(4,97,129)	-
Dividend Distribution Tax	-	8,91,589
	91,55,621	77,33,052
Note No. 7		
<u>TANGIBLE ASSETS</u>		
<u>Gross Block</u>		
<u>Computer</u>		
Balance as per last year Balance Sheet	12,617	21,029
Add : Current year Purchases	18,000	
<u>Less : Provision for depreciation</u>		
Current year Provision	(8,647)	(8,412)
	21,970	12,617
Note No. 8		
<u>NON-CURRENT INVESTMENTS</u>		
(i) Investment in subsidiary 300000 Equity Sahres of Rs.10/- each at Rs.40 per Share Premium	1,50,00,000	1,50,00,000
(ii) Investment in subsidiary 500000 6% OCD	5,00,00,000	5,00,00,000
(iii) other investments	64,00,000	64,00,000
	7,14,00,000	7,14,00,000
Note No. 9		
<u>LONG TERM LOANS & ADVANCES</u>		
<u>Advances</u>		
Balance as per last year Balance Sheet	77,74,660	77,74,660
Add : Changes in current year	(57,32,000)	(57,32,000)
<u>Sundry Loans & Advances</u>		
Balance as per last year Balance Sheet	7,25,38,221	7,25,38,221
Add : Changes in current year	(1,77,40,359)	(1,77,40,359)
	16,82,28,165	56,840,522

(Amount in Rs.)

	as on 31.03.2014	as on 31.03.2013
Note No. 10		
<u>OTHER NON-CURRENT ASSETS</u>		
<u>Miscellaneous Deposits</u>		
Balance as per last year balance sheet	14,57,50,000	17,96,00,000
Current Year Investments	(10,09,22,779)	(3,38,50,000)
	4,48,27,221	14,57,50,000
Note No. 11		
<u>TRADE RECEIVABLES</u>		
Ananya Infrastructure Pvt Ltd	-	14,88,613
	-	14,88,613
Note No. 12		
<u>CASH & CASH EQUIVALENTS</u>		
<u>Cash Balance</u>		
Balance as per last year Balance Sheet	17,72,365	20,17,075
Add : Changes in current year	(5,13,700)	(2,44,710)
<u>Bank Balance</u>		
Balance as per last year Balance Sheet	9,252	9,252
<u>Indusland Bank</u>		
Balance as per last year Balance Sheet	2,03,950	4,94,543
Add : Changes in current year	24,70,465	(2,90,592)
	39,42,332	19,85,567
Note No. 13		
<u>OTHER CURRENT ASSETS</u>		
<u>Tax Paid A.Y. (05-06)</u>		
Balancesheet as per last balance sheet	51,243	51,243
<u>TDS</u>		
Balancesheet as per last balance sheet	26,91,667	10,99,047
Add:Changes in Current years Balance	11,17,644	15,92,620
<u>TDS (06-07)</u>		
Balancesheet as per last balance sheet	24,375	24,375
<u>TDS A.Y. (07-08)</u>		
Balancesheet as per last balance sheet	21,318	21,318
ADVANCE TAX (AY 13-14)	12,00,000	12,00,000
S A TAX (AY 12-13)	13,99,520	13,99,520
S A TAX (AY 13-14)	12,46,650	-
	77,52,417	53,88,123
Note No. 14		
<u>REVENUE FROM OPERATIONS</u>		
Sales	-	4,31,29,761
Other Income	56,50,830	41,43,493
	56,50,830	4,72,73,254
Note No. 15		
<u>OTHER INCOME</u>		
Interest Incomes	88,66,220	83,25,473
	88,66,220	83,25,473

(Amount in Rs.)

	as on 31.03.2014	as on 31.03.2013
Note No. 16		
<u>EMPLOYEES BENEFITS EXPENSES</u>		
Salary	3,24,000	2,23,500
	3,24,000	2,23,500
Note No. 17		
<u>DEPRECIATION AND AMORTISATION EXPENSE</u>		
Depreciation	8,647	8,412
ROC Expenses written off	-	-
	8,647	8,412
Note No. 18		
<u>OTHER EXPENSES</u>		
Accounting Chgs	36,000	-
Agm Expenses	44,595	8,500
Audit Fees	50,000	50,000
Bank Charges	3,343	1,702
Bad Debts w/off	6,042	-
BOD Meeting Exps	15,879	-
Bombay Stock Exchange	106,742	68,116
Bonus	54,000	-
CDSL	100,767	51,686
Conveyance	37,383	30,370
Courier & Postage	3,034	21,594
Digital Signature	-	2,500
Donation	-	25,000
Electricity Expenses	22,750	17,595
Interest On Late Payment Of Service Tax	-	8,744
Interest On Late Payment Of Tds	96,625	1,490
Interest Paid	41,425	-
News Paper Advertising	82,530	89,662
Nsdl	76,397	40,450
Office Registration Expenses	-	-
Printing & Stationary	29,947	71,700
Professional Charges	107,950	289,293
Rent	540,000	540,000
Roc Expenses	-	663,688
Rta Fees	104,582	-
Sundry Expenses	107,253	37,155
Telephone Expenses	15,945	7,742
Web Site Designing	7,450	3,600
	16,90,638	20,30,586

KYRA LANDSCAPES LIMITED

(Formerly known as ARICENT INFRA LIMITED)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	Particulars	Amt (Rs.)	Amt (Rs.)
A	CASH FLOW FROM OPERATING ACTIVITIES (A)		
	Net Income		
	Accounting Charges	36,000	
	AGM Expenses	44,595	
	Bombay Stock Exchange	106,742	
	Bank Charges	3,343	
	BOD Meeting expenses	15,879	
	Bonus	54,000	
	CDSL	1,00,767	
	Conveyance	37,383	
	Courier & Postage	3,034	
	Electricity Expenses	22,750	
	Interest on late payment of TDS	91,493	
	News Paper Advertising	49,476	
	NSDL	76,397	
	Printing & Stationary	2,685	
	Professional fees	25,000	
	RENT	540,000	
	RTA Fees	74,188	
	Salary	324,000	
	Sundry Expenses	107,253	
	Telephone Expenses	15,945	
	Web Site Designing	7,450	(17,38,379)
	CHANGES IN WORKING CAPITAL		
	Add: Increase / Decrease in Creditors	28,63,953	
	Add: Increase / Decrease in Debtors	(15,63,267)	
	Less: T.D.S.	(9,58,511)	
	Less: Income Tax Paid	(17,43,779)	(14,01,604)
			(31,39,983)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of fixed asset	(18,000)	
	Net Cash used in Investing activities		(18,000)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Loan Payment	(31,05,000)	
	Dividend	(54,96,000)	
	Dividend Distribution tax	(8,91,589)	
	Deposits	11,51,67,930	
	Loans & Advances (Assets)	(10,05,60,593)	51,14,748
			19,56,765
D	NET INCREASE\ DECREASE IN CASH & CASH EQUIVALENTS(A+B+C)		
E	Cash and Cash equivalents at the beginning of the year		19,85,567
F	Cash and Cash equivalents at the end of the year		39,42,332

PLACE : THANE
Date : 30th May, 2014

For M/s.Bhavik Sheth & Associates
(Chartered Accountant)

sd/-
CA.Bhavik A. Sheth
Proprietor
Membership No.147449
Firm Reg.No. : 134128W

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

KYRA LANDSCAPES LIMITED

102, 1st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601

ATTENDANCE SLIP

KYRA LANDSCAPES LIMITED

102, 1st Floor, Surya Sadan Building,
Ram Maruti Road,
Thane (West) - 400 601

Annual General Meeting

DP ID :

Folio No. :

Client ID :

No. of Shares :

Name and address of Shareholder/Proxy holder :

E-mail Id :

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 30th September, 2014 at. 102, 1 st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601 At 11.00 A.M.

Name of Member/Proxy

Member's/Proxy Signature

Note :

1. Please complete the Folio / DP ID - Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
2. Electronic copy of the Annual Report for FY 2013-14 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013-14 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

KYRA LANDSCAPES LIMITED

102, 1st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

KYRA LANDSCAPES LIMITED

102, 1st Floor, Surya Sadan Building,
Ram Maruti Road,
Thane (West) - 400 601

Annual General Meeting

DP ID :

Folio No. :

Client ID :

No. of Shares :

Name and address of Shareholder/Proxy holder :

E-mail Id :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint :

1) Name : _____

Address : _____

E-mail Id : _____

Signature : _____ , or failing him

2) Name : _____

Address : _____

E-mail Id : _____

Signature : _____ , or failing him

3) Name : _____

Address : _____

E-mail Id : _____

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 of the company being held on 30th September, 2014 at. 102, 1 st Floor, Surya Sadan Building, Ram Maruti Road, Thane (West) - 400 601 At 11.00 A.M,India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	PARTICULARS	OPTIONAL	
		For	Against
	Ordinary Business		
1	The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon.		
2	Resignation of Mr.Harish Joshi		
3	Resignation of Mr.Dipesh Joshi		
	Special Business		
4	Appointment of Mr.Girish Sehgal as Additional Director		
5	Appointment of Keyur Shah as Additional Director		
6	Appointment of Narendra Doshi as Independent Director		
7	Appointment of Independent Director as Paresh Shah		
8	Appointment of Sagar Rupparelia as Independent Director		
9	Appointment of Girish Sehgal as Whole time Director in the capacity of Managing Director and Chief Executive Officer		
10	Appointment of Mr. Keyur Shah as Chief Financial officer		
11	Appointment of Neeta Joshi as Chairman		

Signed this _____ day of _____ 2014

Signature _____

Affix 1 Rupee
Revenue
Stamp

Notes: The proxy form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and proxy need not be a member.

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

CAUTIONARY STATEMENT

STATEMENTS IN THIS DOCUMENT THAT ARE NOT HISTORICAL FACTS BUT 'FORWARD-LOOKING' STATEMENTS. THESE 'FORWARD-LOOKING' STATEMENTS MAY INCLUDE THE COMPANY'S OBJECTIVES, STRATEGIES, INTENTIONS, PROJECTIONS, EXPECTATIONS, AND ASSUMPTIONS REGARDING THE BUSINESS AND THE MARKETS IN WHICH THE COMPANY OPERATES. THE STATEMENTS ARE BASED ON INFORMATION WHICH IS CURRENTLY AVAILABLE TO US, AND THE COMPANY ASSUMES NO OBLIGATION TO UPDATE THESE STATEMENTS AS CIRCUMSTANCES CHANGE. THERE MAY BE A MATERIAL DIFFERENCE BETWEEN ACTUAL RESULTS AND THOSE EXPRESSED HEREIN. THE RISKS, UNCERTAINTIES AND IMPORTANT FACTORS THAT COULD INFLUENCE THE COMPANY'S OPERATIONS AND BUSINESS ARE THE GLOBAL AND DOMESTIC ECONOMIC CONDITIONS, THE MARKET DEMAND AND SUPPLY FOR PRODUCTS, PRICE FLUCTUATIONS, CURRENCY AND MARKET FLUCTUATIONS, CHANGES IN THE GOVERNMENT'S REGULATIONS, STATUTES AND TAX REGIMES, AND OTHER FACTORS NOT SPECIFICALLY MENTIONED HEREIN BUT THOSE THAT ARE COMMON TO THE INDUSTRY.