

# **FORMAT OF DIRECTORS' REPORT** **SMALL COMPANY**

(07<sup>th</sup> July 2025)

## **SHORT SUMMARY:**

This file contains a comprehensive draft of the Board of Directors' Report specifically tailored for Small Companies and One Person Companies (OPCs), ensuring compliance with Rule 8A of the Companies (Accounts) Rules, 2014, titled "Matters to be included in Board's Report for One Person Company and Small Company," along with other relevant provisions of the Companies Act, 2013.

In view of the recent requirement to prepare and file the Directors' Report as a linked form with e-Form AOC-4, the draft also addresses the interplay between the e-Directors' Report and the standard Directors' Report for Small Companies. Accordingly, the document concludes with two key clarifications:

1. **Points of the e-Directors' Report not applicable to Small Companies; and**
2. **Disclosures required under the Directors' Report for Small Companies which are not covered in the e-Directors' Report and must be separately reported under point no. 24 of the linked form.**

This format is intended to ensure seamless compliance and facilitate the accurate preparation of the Directors' Report for Small Companies and OPCs, in alignment with the latest statutory requirements.

**FORMAT START FROM NEXT PAGE**

## **DIRECTORS REPORT SMALL COMPANY**

Dear Members,

(Name of Company)

Your directors take pleasure in presenting the **(No. of AGM)** Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2025. (DG)

1. **FINANCIAL SUMMARY:** *Rule 8A(g) of Companies (Account) Rules, 2014*  
(Point 23(e)(viii) of e-Director's report)

The Company's financial performance, for the financial year ended March 31, 2025:

(Amount in **Thousand**)

Particulars	Year ended March 31, 2024	Year ended March 31, 2025
Revenue from Operations		
<b>Profit Before Tax</b>		
Less: Current Tax		
Deferred Tax		
Income Tax earlier years		
<b>Profit For the Year</b>		
Add: Balance in Profit and Loss Account		
<b>Closing Balance</b>		

2. **STATE OF AFFAIRS / HIGHLIGHTS:** *Rule 8A(f) of Companies (Account) Rules, 2014*

(Point 11 of e-Director's report)

(Point 23(e)(viii) of e-Director's report)

- a) The Company is engaged in the business of \_\_\_\_\_.
- b) There has been no change in the business of the Company during the financial year ended March 31, 2025.
- c) If any other big changes also there then mention that also (Like change in financial statement, shifting of reg office, funding etc)

3. **WEB LINK OF ANNUAL RETURN, IF ANY:** *Rule 8A(a) of Companies (Account) Rules, 2014*

*(Point 1 of e-Director's report)*

The Company has a website, i.e., \_\_\_\_\_, and the annual return of the company has been published on such a website as per Section 92(3) of the Companies Act, 2013. The link of the same is given here: \_\_\_\_\_

OR

The Company doesn't have a website. Therefore, there is no need for publication of the annual return.

4. **MEETINGS OF BOARD OF DIRECTORS:** *Rule 8A(b) of Companies (Account) Rules, 2014*

*(Point 2 of e-Director's report)*

(No. of Board Meetings) Board Meetings were held during the Financial Year ended March 31, 2025, i.e., (Dates of Board Meetings) in compliance with the provisions of Section 173. Details are given as follows:

		Attendance	
Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Number of directors attended	% of attendance

5. **DETAILS IN RESPECT OF FRAUD:** *Rule 8A(d) of Companies (Account) Rules, 2014*

*(Point 4 of e-Director's report)*

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

6. **BOARD'S COMMENT ON THE AUDITORS' REPORT:** *Rule 8A(e) of Companies (Account) Rules, 2014*

*(Point 7 and 8 of e-Director's report)*

"The Auditors have not made any qualifications, reservations, adverse remarks, or disclaimers in their report on the financial statements for the financial year ended 31 March 2025. Therefore, no further explanation is required in this regard."

7. **MATERIAL CHANGES AND COMMITMENTS:** *Rule 8A(h) of Companies (Account) Rules, 2014*

*(Point 14 of e-Director's report)*

There have been no material changes or commitments occurred between the end of the financial year to which the financial statements relate and the date of this report that affect the financial position of the company.

OR

If there are material changes and commitments, but their impact on the financial position is not determinable, a statement should be disclosed in the report as follows:

The following material changes and commitments have occurred between the end of the financial year to which the financial statements relate and the date of this report, and their impact on the financial position of the company is not determinable.

8. **CHANGE IN DIRECTORSHIP:** *Rule 8A(i) of Companies (Account) Rules, 2014*

*(Point 23(e)(ix) of e-Director's report)*

There has been no change in the constitution of the board during the financial year. The structure of the board remains the same.

OR

If there is any change, mention that Mr.... has been resigned or appointed w.e.f. \_\_\_\_\_ as Director, MD, etc. of the company.

9. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:** *Rule 8A(j) of Companies (Account) Rules, 2014*

*(Point 23(g) of e-Director's report)*

No significant and material order has been passed by the regulators, courts, or tribunals impacting the going concern status or the company's operations in the future.

OR

The details of a significant material order passed by the Hon'ble High Court that may impact the going concern status of the company and its future operations have been annexed as 'Annexure \_\_' to the Directors' Report.

**10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:** *As per section 188*

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

However, there are no materially significant related party transactions during the financial year made by the Company, thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year is given in Note no \_\_\_\_ to the Balance Sheet i.e. as per Accounting Standard -18.

**11. COMPLIANCE WITH SECRETARIAL STANDARD:** *As per SS 1*

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/ AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

**12. PARTICULARS OF LOANS AND INVESTMENT:** *As per Section 186*

(Point 9 & 10 of e-Director's report)

The Company has not made any investments, given guarantees, and provided securities during the financial year under review. Therefore, there is no need to do any compliance under Section 186 of the Companies Act, 2013.

OR

The Company has not made any investments, given guarantees, or provided securities during the financial year under review. However, the company has given loan during the financial year. Therefore, company has complied with the provisions of Section 186 of the Companies Act, 2013 and details of the same has given in the notes\_\_\_\_\_ to the Financial Statements.

13. **AUDITOR:** *As per Section 139*

**Statutory Auditors (Existing Auditor)**

As per the provisions of Sections 139 and 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its \_\_\_\_ Annual General Meeting (AGM) held on (Date of AGM) (S. No. of AGM) approved the appointment of M/s. (Auditor/ Auditor Firm Name along with FRN) as Statutory Auditor for a period of 5 years commencing from the conclusion of (S. No. of AGM) till the conclusion of the (S. No. of AGM) to be held in the year.

**Statutory Auditors (Appointment)**

Auditors of the Company M/s (Auditor/ Auditor Firm Name along with FRN) hold office until the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment until the conclusion of the (S. No. of AGM) Annual General Meeting of the company to be held in the year \_\_\_\_\_.

As required under the provisions of Section 139(1) of the Companies Act, 2013, the company has received a written consent from M/s (Auditor/ Auditor Firm Name along with FRN) to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the new Act and the Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

14. **DIRECTOR'S RESPONSIBILITY STATEMENT:** *Rule 8A(c) of Companies (Account) Rules, 2014*

[\*\(Point 3 of e-Director's report\)\*](#)

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirements of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, (Auditor/ Auditor Firm Name along with FRN). The Directors further confirm that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards, read with the requirements set out under Schedule III to the Act, have been followed, and there are no material departures from the same.
- b) The Directors have selected such accounting policies, applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the financial year ended March 31, 2025.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'going concern' basis.
- e) The Company being unlisted, sub-clause (e) of Section 134(3) of the Companies Act, 2013, pertaining to laying down internal financial controls, is not applicable to the Company.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**15. DEPOSITS:** *As per provisions of Section 73*

(Point 23(f) of e-Director's report)

The Company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year.

Or

The company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year under review. However, the company has accepted loans from directors/ relatives of directors during the financial year, as mentioned below:

(Amount in INR)

Name of Director	Loan taken during the year	Loan remaining at the end of the year
Ms. (Name of Director)		
Ms. (Name of Director)		

**16. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE [“POSH”]:** *As per provisions of POSH Act.*

*(Point 23(i) of e-Director’s report)*

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”). An Internal Complaints Committee (“ICC”) has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. No complaints were received and/or pending as at the end of the financial year.

The Company is committed to providing a safe and conducive work environment for all its employees.

**ACKNOWLEDGMENT**

Your directors place on records their appreciation of the contributions made by employees and consultants at all levels, who, with their competence, diligence, solidarity, co-operation, and support, have enabled the company to achieve the desired results.



The board of directors gratefully acknowledges the assistance and cooperation received from the central and state government departments, shareholders, and stakeholders.

Dated: \_\_\_\_\_ For and on behalf of the Board of Directors  
Place: \_\_\_\_\_ (Name of the Company)

Name of the Director (Designation) DIN: _____	Name of the Director (Designation) DIN: _____
Add: _____	Add: _____

---

---

### **Collums of e-Directors Report required to be mentioned as Not Applicable by Small Company and One Person Company?**

- **Clause 5:** Disclosure of statement on declaration given by Independent Directors under section 149(6) (DG)
- **Clause 6:** Disclosure for Companies covered under section 178(1) on Directors appointment and remuneration including other matters provided under section 178(3) (DG)
- **Clause 12:** Disclosure relating to amounts if any which is proposed to carry to any reserves (DG)
- **Clause 13:** Disclosures relating to amount recommended to be paid as dividend (DG)
- **Clause 15:** Disclosure of statement on development and implementation of risk management policy (DG)

- Clause 16 to 22: CSR (DG)
- Clause 23 (a to d) and (e i to vi) and (h and j) (DG)

**Matters required to be mentioned by small/ OPC in column no 24 of e-directors report as per above format:**

- Clause 10: Contracts and Arrangements with Related Parties (DG)
- Clause 11: Compliance with Secretarial Standard (DG)
- Clause 13: Point Related to Statutory Auditor Appointment (DG)