



**Indo-City
Infotech Limited**

**25th ANNUAL REPORT
2016 - 2017**

E-mail : contact.indocity@gmail.com

Website : www.indocity.co

INDO-CITY INFOTECH LIMITED

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REGISTERED OFFICE

A6, Mittal Estate, Bldg. No. 2,
Andheri- Kurla Road,
Andheri (East),
Mumbai - 400059.

CIN

L51900MH1992PLC068670

SHARE TRANSFER OFFICE

MCS Share Transfer Agent Limited
(I) Registered Office
12/1/5, Manoharpukur Road,
Kolkata-700026

(II) COMMUNICATION ADDRESS

002, Ground Floor,
Kashiram Jamnadas Building 5,
P'Demello Road, Masjid (East),
Mumbai-400009

BANKERS

HDFC Bank
The Bharat Co-op. Bank (Mumbai) Ltd.
Tamilnad Mercantile Bank Ltd.

AUDITORS

S.K.Patodia & Associates
Chartered Accountants
Shree Shakambhari Corporate Park,
156-158, Chakravarti Ashok Complex,
J.B.Nagar, Andheri (East),
Mumbai-400 099.

INVESTOR HELP DESK

Telephone: - +91 22 2850 5903
E-Mail: contact.indocity@gmail.com

INDO-CITY INFOTECH LIMITED

NOTICE

NOTICE is hereby given that 25th Annual General Meeting of **INDO-CITY INFOTECH LIMITED** will be held on Friday, 29th September, 2017 at 10.00 A.M. at the Registered Office of the Company at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059, for transacting the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of Auditors and Directors thereon.

“**RESOLVED THAT** the Annual Audited Financial Statement of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors and Auditors thereon laid before the Meeting, be and hereby considered and adopted.”

2. To appoint a director in place of Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation and, being eligible, offers herself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company, Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation at the Meeting and being eligible for re-appointment and has offered herself for re-appointment, be and is hereby re-appointed.”

3. To ratify appointment of statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s S.K. Patodia & Associates, Chartered Accountants, Mumbai having registration number as 112723W as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-sixth AGM of the Company to be held in the year 2018 to audit the accounts of the Company for financial year ending 31st March, 2018 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **Change of Name of the Company**

“**RESOLVED THAT** subject to the approval of the Central Government and the shareholders of the company, Reserve Bank of India, Bombay Stock Exchange or any other statutory authorities, the proposal for change of name of the Company i.e. from Indo-City Infotech Limited to **Endev Finance Limited** or any other as may be available by the Registrar of Company and agreed upon by the Board of Directors of the Company be and is hereby approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Aneel Jain, Managing Director of the Company be and is hereby authorized to make necessary application for obtaining approval to the change of name accordingly to the Registrar of Companies, Mumbai, Maharashtra and do all such acts and things as may be deemed necessary in this regard.

RESOLVED FURTHER THAT the 25th Annual General Meeting of the Company be convened on Friday 29th September, 2017 at 10 a.m. at the registered office of the Company at A6, Mittal Estate, Building No. 2, Andheri-Kurla Road, Andheri (E), Mumbai – 400059 for obtaining the consent of the shareholders to the said change of name.

RESOLVED FURTHER THAT the draft notice for convening the 25th Annual General Meeting on 29th September, 2017 as placed before the Board Meeting be and is hereby approved.

RESOLVED FURTHER THAT Shri Aneel Jain, be and is hereby authorized to sign the said notice for and on behalf of the Board of Directors of the Company with the authority make the necessary changes as may be required which he may deem fit and are in the best interest of the Company.

RESOLVED FURTHER THAT Shri Aneel Jain, be and is hereby authorized to send the notice of the meeting to all the members of the Company and the person entitled to the notice.”

**By Order of the Board
For Indo-City Infotech Limited**

**(Aneel Jain)
Chairman & Managing Director
DIN: 00030742**

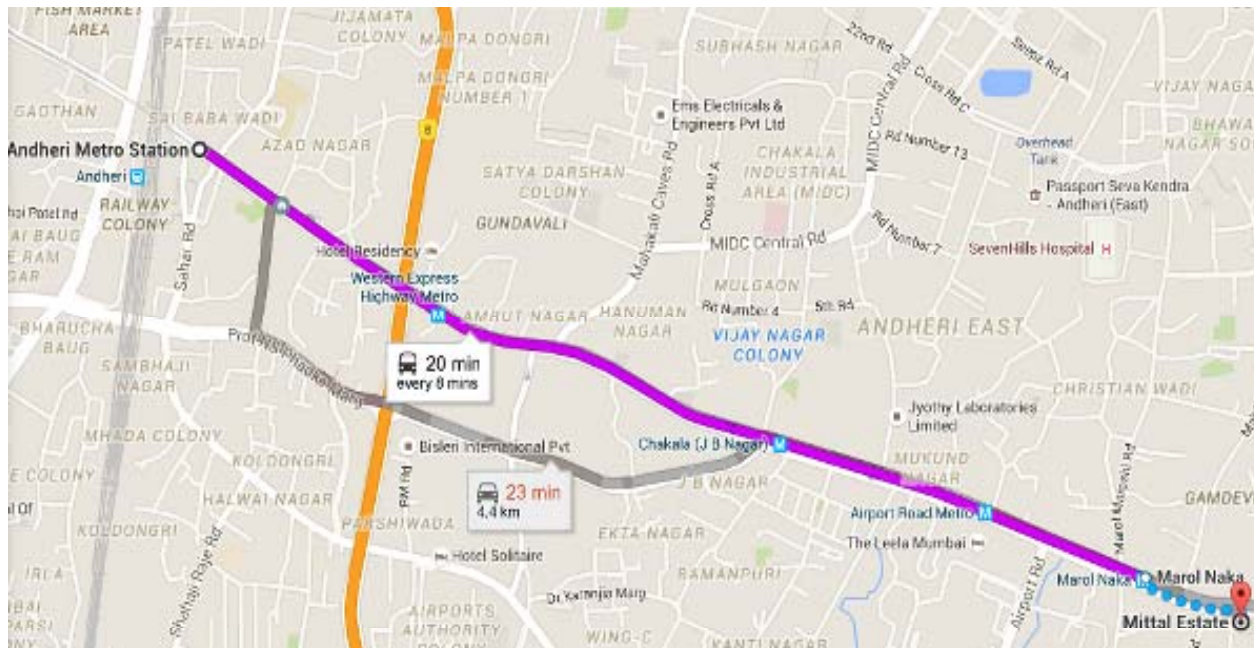
Place : Mumbai
Dated : 11th August, 2017

Registered Office:

A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,
Andheri (E), Mumbai-400 059.

INDO-CITY INFOTECH LIMITED

Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)



Landmark: Near Marol Naka Metro Station

NOTES:

1. "The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the act" or "Act"), in respect of the business under item No. 4 as set out under special business of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE DULY FILED IN ALL RESPECTS, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% of the total share capital Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Mrs. Shashi Aneel Jain retires by rotation at this meeting and seeks re-appointment. Her brief profile has been given in the Report on Corporate Governance forming part of the Annual Report.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents (M/s. MCS Share Transfer Agent Limited) in respect of their holdings in physical form.
6. The register of members and the share transfer book will remain closed from 20/09/2017 to 29/09/2017 (both days inclusive).
7. Members desirous of obtaining any information in respect of annual financial statement and operations of the Company are requested to write to the Company at least one week before the Annual General Meeting, to enable the Company to make available the required information at the Meeting.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
9. Shareholders are requested to bring their Copies of Annual Report in the Meeting.

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10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations by filing Form No. SH.13 in respect of the Equity Shares held by them, in physical form, duly completed and signed to the Company or its Registrar & Share Transfer Agents (RTA) in their own interest. Members holding shares in demat may get their nomination recorded with their respective Depository Participant (DP).

11. Voting through Electronic Means

The process and manner for e- voting are as under:

- A.
1. In case a Member receive an email from NSDL [for members whose email ID are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Indo-City e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and Password as initial password/PIN noted in Step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN 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.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Indo-City Infotech Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 to bhaviikajain@gmail.com with a copy marked to evoting@nsdl.co.in
- B.
- In case a Member receive physical copy of the notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/ at the bottom of the covering letter annexed to the Annual Report; EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
1. In case of any queries you may refer to the Frequently Asked Questions (FAQs) for Shareholder and e-voting user manual for Shareholder available at the Downloads section of www.evoting.nsd.com
 2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 3. 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).
 4. The e- voting period commence from 26th September, 2017 (9.00 a.m.) and ends on 28th September, 2017 (5.00 p.m.)
 5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
 6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut- off date i.e, 22nd September, 2017 may obtain the login ID and password by sending request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 7. A member may participate in the AGM even after exerting his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 8. Mr. Surjan Singh Rauthan, Proprietor of M/s **S. S. Rauthan & Associates, Company Secretaries** having membership no.

INDO-CITY INFOTECH LIMITED

FCS 4807 & Certificate of Practice No. 3233 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

9. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock 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.
11. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
12. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.indocity.co and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
13. As an austerity measure, copies of Annual Report will not be distributed at Annual General Meeting. Members are requested to bring their own copies to the Meeting.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.a.m. to 6.00 p.m.) on all working days except Sunday, and including the date of the Annual General Meeting of the Company.

Annexure to the Notice:

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.: 4

The Name of the Company desired to be changed to reflect the true nature of business. Accordingly, name of the Company is proposed to be changed from Indo-City Infotech Limited to **Endev Finance Limited** subject to the approval of the Central Government and the shareholders of the company, Reserve Bank of India, Bombay Stock Exchange or any other statutory authorities,

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**By Order of the Board
For Indo-City Infotech Limited**

Place : Mumbai
Dated : 11th August, 2017

(Aneel Jain)
Chairman & Managing Director
DIN: 00030742

Registered Office:

A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,
Andheri (E), Mumbai-400 059.

INDO-CITY INFOTECH LIMITED

DIRECTOR'S REPORT

To,

The Members of Indo-City Infotech Limited,

Your Directors have pleasure in presenting the **Twenty Fifth Annual Report** and Audited Financial Statement of the Company for the year ended 31st March, 2017.

I. FINANCIAL RESULTS:

Financial results of the Company during the year vis-a-vis previous year are as follows:-

| | <u>2016-17</u> | <u>2015-16</u> |
|----------------------------------|------------------|------------------|
| | | (Rupees) |
| PROFIT BEFORE TAX | 4,18,541 | 3,62,680 |
| Add/(Less): Provision for Tax | (2,55,719) | (1,88,122) |
| Total | 1,62,822 | 1,74,558 |
| Add.: Amount Brought Forward | 91,68,759 | 89,94,201 |
| Less.: Transfer to Reserve | (32,564) | Nil |
| Balance Carried to Balance Sheet | <u>92,99,017</u> | <u>91,68,759</u> |

II. TRANSFER TO RESERVE:

Company has transferred an amount of Rs.32,564/- to reserve fund as per section 45-IC (1) of Reserve Bank of India Act, 1934 during the year.

III. DIVIDEND:

To conserve the resources, your directors express their inability to recommend any dividend for the year under review.

IV. PERFORMANCE:

Total income of the company during the year under review was Rs. 2,18,46,688/- as against Rs. 61,69,691/- for the previous year and the profit after tax for the year stood at Rs. 1,62,822/- as against Rs. 1,74,558/- for the previous year.

V. FUTURE OUTLOOK:

Your Company is planning to expand its existing business as well as other projects and requisite steps are being taken to fructify the same. Your directors foresee bright future and higher earnings in the coming years.

VI. DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP):

Mrs. Shashi Aneel Jain, Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Mr. Pratik Mewada was appointed as Company Secretary and Compliance Officer on 13th June, 2016 and thereafter resigned on 12th January, 2017 therefore Mr. Akash Anchan was appointed as Company Secretary and Compliance Officer W.e.f 12th January, 2017.

VII. LISTING:

The Equity shares of the Company continue to be listed at the Bombay Stock Exchange Limited (BSE). The Company has paid the requisite listing fees to the said stock exchange for the financial year 2016-17.

VIII. REPORT ON CORPORATE GOVERNANCE:

Your company has been proactive in following the principle and practice of good corporate governance. The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Regulation 27(2) (a) of the Listing Regulations of the Stock Exchanges are complied with.

A separate statement on corporate governance is annexed as a part of the Annual Report along with the Auditor's certificate on its compliance. A report in the form of Management Discussion and Analysis.

Pursuant to Regulation 27(2) (a) of the Listing Regulations, as a part of this report is as a part of the Annual Report.

IX. STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, **M/s. S.K. PATODIA & ASSOCIATES**, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Twenty Second Annual General Meeting (AGM) of the Company held on September 29, 2014 till the conclusion of the twenty Sixth Annual

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General Meeting (AGM) to be held in the year 2018, subject to ratification of their appointment at every Annual General Meeting.

In view of the above, the existing appointment of M/s. S.K. PATODIA & ASSOCIATES, Chartered Accountants, Mumbai, covering the period from the conclusion of this ensuing AGM until the conclusion of the next AGM, is being placed for members' ratification.

X. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company has a Vigil Mechanism/Whistle Blower Policy for your Directors and employees to safeguard against victimisation of persons who use vigil mechanism/Whistle Blower Policy to report their genuine concerns.

XI. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

XII. RESERVE BANK OF INDIA GUIDELINES FOR NBFCs:

The Company has observed all the prudential norms prescribed by Reserve Bank of India.

XIII. PARTICULARS OF EMPLOYEES:

As per provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company, as the Company have not employed any employee whose salary exceeds Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month during the financial year ending 31st March, 2017.

XIV. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 to the extent applicable is annexed herewith as "ANNEXURE I"

XV. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(3)-(c) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, your Directors, based on their knowledge and belief and the information and explanations obtained and confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. The Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 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.

XVI. MEETINGS OF BOARD OF DIRECTORS:

During the year, 9 (Nine) meetings of the Board of Directors of the Company and 4 (four) meetings of the Audit Committee of the Board were convened and held. The details of date of meetings and the attendance of each director at the Board Meetings and Committees are provided in the Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

XVII. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Particulars of loans given, investments made, guarantees given and securities provided, if any, along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement wherever applicable.

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XVIII. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. VMR & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit for the year ended 31st March, 2017 is annexed herewith "ANNEXURE II" and forming part of the report.

XIX. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3) (a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return in MGT 9 is annexed herewith "ANNEXURE III" and forming part of the report.

XX. DECLARATION OF INDEPENDENT DIRECTORS:

Pursuant to section 134(3) (d) of the Companies Act, 2013, your Company confirm having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XXI. DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities

Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories, Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

XXII. ELECTRONIC VOTING:

Your Company has entered into an agreement with NSDL for providing facility of remote e-voting to its shareholders for casting their vote electronically in the ensuing Annual General Meeting.

XXIII. BOARD PERFORMANCE EVALUATION:

Pursuant to Section 134(3)(p) of the Companies Act, 2013 read with Schedule IV thereto and in terms of Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has set up a policy for the performance evaluation of all Directors, The Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out during the financial year 2016-17.

Performance of each of your Directors is evaluated on the basis of several factors by the entire Board excluding the Director being evaluated. Your Company has also set up Performance Evaluation Policy for its Independent Directors and Executive Directors inter-alia which includes independent view on Key appointments and strategy formulation, safeguard of stakeholders interest, raising concerns, if any to the Board, updation of skills and knowledge, strategic planning for finance and business related, operational performance level of the Company, qualification and leadership skills. The Board of Directors of your Company discusses and analyses its own performance on an annual basis, together with suggestion for improvements thereon based on the performance objectives set for the Board as a whole. The Board approved the evaluation results.

XXIV. AUDIT COMMITTEE:

In accordance with the provisions of the Listing Regulations and Corporate Governance, the Company has constituted an Audit Committee comprising of Independent Directors. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. The details of the terms of audit committee and other details are provided in the Report on Corporate Governance.

XXV. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, your Company has constituted Internal Complaints Committees (ICC). During the year, no complaints with allegations of sexual harassment have been received by Internal Complaints Committees.

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XXVI. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of your Company is furnished hereunder:

| Sr. No | Name | Designation | Remuneration paid for the Financial Year 2016-17 (Amount in Rs.) |
|--------|--|-------------------------|--|
| 1. | Mr. Aneel Banwari Jain | Managing Director | 9,30,000/- |
| 2. | Mrs. Shashi Jain | Non-Executive Director | — |
| 3. | Mr. Ramesh Chandra Pusola | Chief Financial Officer | 3,77,195/- |
| 4. | Mr. Pratik Mewada (w.e.f. 13/06/2016 till 12/01/2017) | Company Secretary | 1,81,114/- |
| 5. | Mr. Akash Anchan (w.e.f. 12/01/2017) | Company Secretary | 60,590/- |

1. A brief write up on the Human Resource Department and initiatives taken during the year 2016-17

The Human Resources department of your Company has effectively tried to partner the business in the year under review to register good growth in line with the Company's targets. Through structured Human Resource processes your Company has been able to attract and retain the right talent at all levels.

The Company has been in constant process of maintaining a great and pleasant Place to Work where employees trust the Company they work for, take pride in what they do and enjoy the company of the people they work with. The Company strongly believes that an engaged workforce is critical in achieving its business goals and building a sustainable organization. Under this initiative, over the last one year your Company did considerable work around Rewards & Recognition, Training & Development, Compensation & Benefits and Work Life Balance. A positive work environment, employee driven initiatives and exciting career prospects have helped keep attrition under control, inspite of aggressive external market factors.

2. The Percentage increase in remuneration of all Executive Directors, Chief Financial Officer and Company Secretary were as under:

| Name | Designation | Increase |
|---|-------------------------|----------|
| Mr. Aneel Banwari Jain | Managing Director | --- |
| Mr. Ramesh Chandra Pusola | Chief Financial Officer | 4.80 |
| Mr. Pratik Mewada (from 13/06/2016 till 12/01/2017) | Company Secretary | --- |
| Mr. Akash Anchan (W.e.f. 12/01/2017 | Company Secretary | --- |

3. Your Company considered the following factors while recommending increase in the remuneration.

1. Financial performance of the Company.
2. Sales growth of your Company during the year under review.
3. Salary Benchmarking against peer companies.
4. Industry benchmarks.

4. There are no employees of your Company who receive remuneration in excess of the highest paid Director of the Company.

XXVII. INTERNAL FINANCIAL CONTROLS:

Your Company has put in place adequate internal financial controls with reference to the financial statements. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

XXVIII. SUBSIDIARIES, JOINT VENTURE & ASSOCIATE COMPANIES:

The Company has associate company further, a separate statement containing the silent features of the Financial statement of associate of the company has been disclosed in the prescribed form AOC-1 is annexed herewith "ANNEXURE IV" and forming part of the report and the Company does not have any subsidiary and joint venture companies.

INDO-CITY INFOTECH LIMITED

XXIX. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee for approval. Information on transactions with related parties pursuant to section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 are disclosed in Note No. 25 attached to and forming part of the Accounts and in "ANNEXURE V" in Form AOC-2 and the same forms are part of this report.

XXX. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and your Company's operations in future.

XXXI. RISK MANAGEMENT POLICY:

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board:

1. To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management and;
2. To establish a framework for the Company's risk management process and to ensure its implementation;
3. To enable compliance with appropriate regulations, wherever applicable;
4. To assure business growth with financial stability.

XXXII. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

XXXIII. ACKNOWLEDGMENTS:

Your Directors wish to place on record their appreciation and acknowledgement with gratitude for the support and assistance extended to the Company by the Bankers, Shareholders and Customers. Your Directors place on record their deep sense of appreciation for the devoted service of the executive and staff at all levels of the Company.

**By Order of the Board
For Indo-City Infotech Limited**

Place : Mumbai
Dated : 11th August, 2017

**(Aneel Jain)
Chairman & Managing Director
DIN: 00030742**

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure and Developments:

The Company was incorporated on 22nd September, 1992. The Company started its business in IT in 1999 and also changed its name. The Company had a humble beginning and is restructuring itself year by year with its dedicated team of professionals the company is planning to grow strength by strength.

The Company has finance activity in the last year and has intended continue to undertake in subsequent years the business of finance to Industrial Enterprises, Traders and any other form of business by way of advances, loans and any other form of finances in accordance with RBI regulations of NBFC.

2. Opportunities, threats risk and concerns:

In the scenario of ensuring credit availability, NBFC continues to play a crucial role in providing an impetus to the India's credit market. NBFCs providing specialized funding solutions offer a conducive platform for corporate deals and are ideal for last mile funding of large projects.

Consequently, in spite of the overall challenges in FY 2016-2017, NBFC managed to stage a good show in the face of stricter governance by RBI. This was essentially made possible because of their presence in niche segments.

3. Segment-wise or product-wise performance:

The company has only finance related income, hence the company does not have separate reportable business segment.

4. Business Outlook:

As a forward looking statement it can be noted that the company appears to heading better all round performance during the coming years in this situation, the performance of the Company will depend a lot on the quality of their risk management process, market understanding and due diligence systems.

5. Internal Control System and their adequacy:

The Company has adequate internal control procedures commensurate with the size and nature of its business. The internal control system provides for policies, guidelines, authorization and procedures. The Audit Committee of the Board of Directors headed by an independent director periodically reviews the internal audit reports, significant risk area assessment and adequacy of internal controls for ensuring checks and balances.

6. Discussion on Financial Performance:

The financial results and performance for the year are elaborated in the Director's Report.

7. Human resources:

Various Human Resource initiatives are taken to align the HR Policies according to the emerging requirement including training programmes to upgrade their professional, interpersonal and management skills. Our relationship with the employees continues to remain cordial throughout the year.

8. Cautionary Statement:

This report contains estimates and expectations, which the company believes or may be considered to be forward looking Statements within the meaning of applicable laws and regulations. Actual results could differ or vary materially from those expressed or implied due to various factors.

For and on behalf of the Board

Place : Mumbai
Dated : 11th August, 2017

(Aneel Jain)
Chairman & Managing Director
DIN: 00030742

INDO-CITY INFOTECH LIMITED

REPORT ON CORPORATE GOVERNANCE

1) Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to actively pursue and achieve sustained growth, transparency, disclosure, internal controls and internal and external communications and high standards of accounting fidelity. The Company also complies with the listing requirements of the stock exchange where its shares are listed. The following is a report on the status and progress on major aspects of Corporate Governance.

2) Board of Directors:

The Board meets at least once in a quarter, to review the quarterly performance and financial results.

a) Composition:-

The Board of Directors comprised of four (4) directors with an Executive Chairman. The number of Independent Non-Executive Director is 50 % of total number of Directors. The Composition of the Board is in conformity with the requirement of Regulation 17 of the Listing Regulation with Stock Exchanges. The Composition of Board with reference to number of Executive, Non-executive and Non-executive Independent Directors, meets the requirement of code of Corporate Governance.

Composition and Category of Directors:

| Name | Category | Relationship with each other | No. of Board Meeting Attended | Attendance at last AGM | No. of Directorship (*) and Committee Membership/ Chairmanship in other Public Companies (**) | | |
|------------------------|------------------------------------|------------------------------|-------------------------------|------------------------|---|--------|----------|
| | | | | | Directorship | Member | Chairman |
| Mr. Aneel Banwari Jain | Chairman & Managing Director | Husband of Mrs. Shashi Jain | 9 | Yes | 1 | - | - |
| Mrs. Shashi Jain | Non Executive Director | Wife of Mr. Aneel Jain | 9 | Yes | 1 | - | - |
| Mr. Brij Kishor Gupta | Non Executive Independent Director | *** | 9 | Yes | 2 | 1 | - |
| Mr. Ashwani Maheshwari | Non Executive Independent Director | *** | 9 | Yes | - | - | - |

* Exclude Directorship in Private Limited Companies.

** Represent Membership/Chairmanship of Audit Committee and Shareholders/Investors Grievance Committee.

*** There is no relationship between any of the Independent Directors.

None of the Directors of the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as per Regulation 26(1) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the Companies in which they are directors.

b) Board Meetings and Annual General Meeting:-

9 (Nine) Board Meetings were held during the year under review as against the minimum requirements of 4 meeting. The meetings were held on 30/05/2016, 13/06/2016, 16/06/2016, 12/08/2016, 09/11/2016, 21/11/2016, 12/01/2017, 06/02/2017, and 18/03/2017.

The details of attendance of Directors in Board Meeting and last Annual General Meeting for the financial year 2015-16 was held on 30th September, 2016 have been mentioned in above table.

c) Details of shares and/ or convertible instruments held by Non Executive Directors as on 31st March, 2017:-

| Name of Non Executive Director | No. of Equity Shares held | % of total share capital |
|--------------------------------|---------------------------|--------------------------|
| Mrs. Shashi Jain | 1716000 | 16.50 |

The Company does not have any convertible instruments.

d) Code of Conduct:-

As provided under Regulation 17(5) of the Listing Regulations, the Board of Directors of a Company has laid down Code of Conduct for all Board Members and Senior Management Personnel. A declaration to this effect forms part of this report.

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e) Information about Director seeking Appointment/Re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Mrs. Shashi Aneel Jain (DIN: 00103505) is a Post Graduate. She has experience and expertise in commercial activities. She was designated as a Non-Executive Director of the Company, liable to retire by rotation.

Mrs. Shashi Aneel Jain retires from the Board by rotation at this meeting and being eligible, offers herself for re-appointment as Director of the Company.

3) Audit Committee:

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.

During the financial year 2016-17, 4 (Four) meetings of the audit committee were held. The composition of committee and attendance are as under:-

| Name | Category | No. of Meeting Attended |
|------------------------|------------------------------------|-------------------------|
| Mrs. Shashi Jain | Non-Executive Director | 4 |
| Mr. Brij Kishor Gupta | Non Executive Independent Director | 4 |
| Mr. Ashwani Maheshwari | Non Executive Independent Director | 4 |

The Audit Committee meetings were held on 28/05/2016, 12/08/2016, 09/11/2016 and 06/02/2017.

Mr. Brij Kishor Gupta acts as the Chairman of the Audit Committee.

The following were the major tasks assigned to the Audit Committee:

- I. Review of Company's financial reporting process and financial statements i.e. quarterly and annual financial statements and ensure their compliance with the requirements of various authorities, before they are adopted by the Board.
- II. Review of Accounting and financial policies and practices.
- III. Review of internal control and internal audit system.
- IV. Recommendation to the Board of Directors the selection of Auditors, considering their independence and effectiveness, and approval of their fees for audit and for non-audit services.
- V. Discussion with Auditors on any significant findings and follow up thereon.
- VI. Considering and approving the present accounting principles and policies being followed by the Company, suggested changes in the same, if so required, and assessing whether the changes accepted by the management have been implemented.

The terms of reference stipulated by the Board to the Audit Committee, as required under Regulation 18 of the Listing Regulations, are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board focusing primarily on i) matters to be included in the Directors Responsibility Statement to be included in the Board's Report ii) any changes in accounting policies and practices, iii) major accounting entries based on exercise of judgment by management, iv) qualifications in draft audit report, v) significant adjustments arising out of audit, vi) the going concern assumption, vii) compliance with accounting standards, viii) compliance with Stock Exchange and legal requirements concerning financial statements and ix) any related party transaction i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, the quarterly financial statements before submission to the Board.
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue etc.) the statement of funds utilized for the purpose 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 right issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.

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- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of Inter-Corporate Loans and investments.
- Valuation of undertaking or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of external and internal auditors, and the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions, 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.
- Discussion with internal auditors of any significant findings and follow up there on.
- 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.
- Discussion with external auditors before the audit commences nature and scope of audit as well as had post-audit discussion to ascertain any area of concern.
- 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.
- To review the functioning of the Whistle Blower Mechanism.
- 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.
- Carrying out any other function as referred to the Committee.
- Reviewing the following information
 - i) Management discussion and analysis of financial condition and results of operations, ii) statement of significant related party transactions, submitted by management, iii) management letters/letters of internal control weaknesses issued by the statutory auditors, iv) internal audit reports relating to internal control weaknesses, and v) the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

4) Nomination and Remuneration Committee:

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

Composition of Remuneration Committee and Attendance:

| Name | Category | No. of Meeting Attended |
|------------------------|------------------------------------|-------------------------|
| Mrs. Shashi Jain | Non-Executive Director | 1 |
| Mr. Brij Kishor Gupta | Non-Executive Independent Director | 1 |
| Mr. Ashwani Maheshwari | Non-Executive Independent Director | 1 |

Mr. Ashwani Maheshwari acts as the Chairman of the Committee.

The role of the committee is as follows:-

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board for a policy, relating to the remuneration of the directors, key managerial personnel and other employees,
- ii) Formulation of criteria for evaluation of Independent Directors and the Board,
- iii) Devising a policy on board diversity,
- iv) 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.

Chairman & Managing Directors' Remuneration

| Name of Director | Remuneration |
|------------------|----------------|
| Mr. Aneel Jain | Rs. 9,30,000/- |

Non-Executive Director: Non-Executive Directors have not been paid any sitting fees for attending Board and Committee meetings.

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5) Stakeholders Relationship Committee:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

- The Committee comprises of Mr. Birj Kishor Gupta, Mrs. Shashi Jain and Mr. Ashwani Maheshwari.
- The Committee is headed by Mr. Brij Kishor Gupta. The committee oversees the performance of the Registrars and Transfer Agent and recommends measures to improve the level of investor services.
- The Company has authorized Mrs. Shashi Jain and Mr. Brij Kishor Gupta, jointly & severally, to approve the share transfers.
- Mr. Pratik Mewada was Company Secretary Cum Compliance officer till 12/01/2017 thereafter from 12/01/2017 Mr. Akash Anchan was appointed as Company Secretary Cum Compliance officer for the Financial Year 2016-17.

The function of the committee includes:

To specifically look into redressing investors' grievances pertaining to:

- 1) Transfer of Shares;
- 2) Dividends, if any applicable;
- 3) Dematerialization of Shares;
- 4) Replacement of lost/stolen/mutilated share certificates;
- 5) Non-receipt of right/bonus/split share certificates;
- 6) Any other related issues.

During the year under review, the Company had not received any complaints from shareholders.

There are no valid requests pending for share transfers / dematerialization of shares as on the date of Director's Report.

6) Date, Venue and Time for the last three Annual General Meetings:-

| Date | Venue | Time | No. of Special Resolutions |
|----------------------------------|-------------------|------------|----------------------------|
| 29 th September, 2014 | Registered Office | 10.00 A.M. | ----- |
| 30 th September, 2015 | Registered Office | 10.00 A.M. | ----- |
| 30 th September, 2016 | Registered Office | 10.00 A.M. | ----- |

7) Disclosures:

There were no materially significant related party transactions i.e., transactions, material in nature, with its promoters, the directors or the management or relatives etc. that may potentially conflict with the interest of the Company at large. Particulars of related parties' transaction are listed out in Note 25 of notes to the Financial Statement.

There was no instances of non – compliance or penalty, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

No personnel are being denied any access to the Audit Committee.

The financial statements have been prepared following the Accounting Standards. CFO Certification forms part of this Annual Reports

Non Mandatory Requirements:-

- a) Board: The Board has an executive Chairman. The Independent Directors on the Board hold requisite qualifications and experience which enables them to make effective contribution to the Company in their capacity as an Independent Director.
- b) Remuneration Committee: Details are given under the heading "Nomination and Remuneration Committee".
- c) Shareholders Right: Details are given under the heading "Means of Communication".

8) Means of Communication:

- Half yearly results are not sent to shareholders since it is not mandatory. The Company has a system of sending Annual Report only once in a year. Form MGT – 9 forms part of this Annual Report.
- The Quarterly results of the Company are sent to Stock Exchanges in their format as per requirement of Listing Regulations and hence the quarterly financial results of the Company are available on the BSE's website.
- The company has its own website www.indocity.co
Results are published in a newspaper named "Active Times" and "Mumbai Lakshdeep".

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- No presentation was made to the Institutional Investors or to the Analysts during the Financial Year 2016-2017.
- Management Discussion and Analysis Report forms a part of this Annual Report.

9) **General Shareholders Information:**

9.1 **Annual General Meeting**

Date & Time : 29th September, 2017 at 10.00 A.M.
 Venue : Registered Office

9.2 Financial Calendar : 1st April 2016 to 31st March 2017

9.3 Date of Book Closure : 20.09.2017 to 29.09.2017 (both days inclusive)

9.4 Dividend Payment Date : No dividend has been recommended by the Board for the financial year 2016-2017.

9.5 Listing of Equity Shares : Bombay Stock Exchange Limited.

9.6 BSE Code : **532100**

9.7 Market Price Data : High, Low during each month in last Financial Year

| Month | High (Rs.) | Low (Rs.) |
|-----------------|------------|-----------|
| April, 2016 | 2.55 | 2.16 |
| May, 2016 | 2.86 | 2.26 |
| June, 2016 | 2.95 | 2.54 |
| July, 2016 | 3.46 | 2.92 |
| August, 2016 | 3.28 | 2.71 |
| September, 2016 | 3.00 | 2.23 |
| October, 2016 | 2.91 | 2.34 |
| November, 2016 | 3.64 | 3.04 |
| December, 2016 | 3.80 | 3.80 |
| January, 2017 | 3.61 | 2.85 |
| February, 2017 | 3.00 | 2.47 |
| March, 2017 | 3.13 | 2.09 |

9.8 Performance in comparison to Broad based

Indices such as BSE Sensex, CRISIL Index etc. : Not linked to any Sensex / Index.

9.9 Registrar and Transfer Agents

: MCS Share Transfer Agent Limited

(1) Registered Office:
 12/1/5, Manoharpukur Road,
 Kolkata-700026

(2) Communication Address:
 002, Ground Floor,
 Kashiram Jamnadas Building 5,
 P'Demello Road, Masjid (East),
 Mumbai-400009

9.10 Share Transfer System:

Share Transfer request received in physical form are registered within 15 days from the date of receipt of Demat request are normally confirmed within an average of 15 days from the date of receipt.

9.11 Secretarial Audit for Reconciliation of Share Capital:

A qualified practicing Company Secretary carried out the Secretarial Audit on quarterly basis to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued/paid up equity capital of the company. The share reconciliation audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the dematerialized form. Form MR – 3 Secretarial Audit report forms part of this report.

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9.12 Shareholding Pattern as on 31st March, 2017:

| Category | No. of Shares held | % of Shareholding |
|--------------------------|--------------------|-------------------|
| Promoters | 5615275 | 53.99% |
| Private- Bodies Corp. | 425150 | 4.10% |
| Public- Individuals | 4305930 | 41.40% |
| NRI's/OCB's | 3386 | 0.03% |
| NBFC registered with RBI | 50259 | 0.48% |
| Total | 10,400,000 | 100.00% |

9.13 Dematerialization of Shares & Liquidity:

The Company's equity shares are included in the list of Companies whose scripts have been mandated by the SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") to offer depository services to its shareholders. 1,26,335 Equity Shares of the total number of equity shares of the Company are held in physical form by the member as on 31st March, 2017.

9.14 Outstanding GDR/ADR/Warrants or any Convertible instrument, Conversion date and likely impact on equity.

: N.A.

9.15 Address for Investor Correspondence

i) For transfer / dematerialization of shares : MCS Share Transfer Agent Limited

(1) Registered Office:
12/1/5, Manoharpukur Road,
Kolkata-700026

(2) Communication Address:
002, Ground Floor,
Kashiram Jamnadas Building 5,
P'Demello Road, Masjid (East),
Mumbai-400009

ii) For any query on Annual Report : Registered Office of the Company.

Investors Relations Cell:

Company has appointed an independent agency to maintain smooth relations with the investors, who give details of all-important events to the investors from time to time.

There are no valid requests pending for share transfers.

DECLARATION OF CODE OF CONDUCT

To

The Members of **INDO-CITY INFOTECH LIMITED**,

I, Aneel Jain, Managing Director of Indo-City Infotech Limited, to the best of my knowledge and belief, declare that all the members of the Board and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2017.

Place : Mumbai
Date : 11th August, 2017

Aneel Jain
Managing Director
DIN: 00030742

INDO-CITY INFOTECH LIMITED

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,

The Board of Directors **INDO-CITY INFOTECH LIMITED**

I, the undersigned, in my capacity as a Chief Financial Officer of INDO-CITY INFOTECH LIMITED ("the Company"), to the best of my knowledge and belief certify that:

- a. I have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2017 and to the best of my knowledge and belief;
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017, are fraudulent, illegal or violative of the Company's code of conduct.
- c. I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - ii. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are no significant changes in accounting policies during the year; and
 - iii. that there are no instances of fraud of which we have become aware.

RAMESH CHANDRA PUSOLA

Place: Mumbai

Date: 11th August, 2017

Chief Financial Officer

COMPANY SECRETARIES CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of **INDO-CITY INFOTECH LIMITED**.

We have examined the compliance of conditions of Corporate Governance by **Indo-City Infotech Limited**, for the year ended 31st March, 2017 as stipulated in Regulations 17 to 27 (excluding regulation 23 (4) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us:

- (i) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention listing Regulations.
- (ii) We 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.

For VMR & ASSOCITATES
Company Secretaries

Place : Mumbai

Date : 11th August, 2017

V.M. Rathi
Proprietor
C.P. No. 3701

Annexure I

Details on Conservation of Energy, Technology absorption and Foreign Exchange earnings and Outgo:

A. Conservation of Energy:-

- i. **Steps taken or impact on conservation of energy:** the Company has taken adequate measures to conserve energy.
- ii. **Steps taken by the Company for utilizing alternate sources of energy:** the Company has not taken any steps to source alternate energy.
- iii. **Capital investment on energy conservation equipments:** NIL

B. Technology absorption:-

- i. **Efforts made towards technology absorption:** Not applicable
- ii. **Benefits derived like product improvement, cost reduction, product development or import substitution:** Not Applicable
- iii. **Imported technology (imported during the last three years reckoned from the beginning of the financial year):**
 - a) Details of technology imported - No technology was imported during the year.
 - b) Year of import - Not Applicable
 - c) Whether the technology been fully absorbed- Not Applicable
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - Not Applicable
- iv. **Expenditure incurred on Research and Development** - The Company has no specific Research and Development Department.

C. Foreign exchange earnings and Outgo:-

- i. **Foreign Exchange earned in terms of actual inflows during the year – \$ 39975**
- ii. **Foreign Exchange outgo during the year in terms of actual outflows – Nil**

ANNEXURE II

FORM MR – 3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the period 2016- 2017

To,
The Board of Directors
Indo-City Infotech Limited
A6, Mittal Estate, Bldg., No. 2,
Andheri – Kurla Road, Andheri (East),
Mumbai – 400 059.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indo-City Infotech Limited (CIN: L51900MH1992PLC068670)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period **1st April, 2016 to 31st March, 2017** (“the reporting Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Indo-City Infotech Limited** for the period **1st April, 2016 to 31st March, 2017** in according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (**Not applicable as there was no Substantial Acquisition of Shares & Takeover made during the year**)
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable as the Company did not issue any security**)
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**Not Applicable to the company during the Audit period**)
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not Applicable to the company during the Audit period**)
 - g. The Company has complied with the requirements under the Equity Listing Regulation entered into with BSE Limited.
 - h. The Memorandum and Articles of Association

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Regulation entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013

INDO-CITY INFOTECH LIMITED

and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a. Maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e. Notice of Board meetings and Committee meetings of Directors;
- f. The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. The 24th Annual General Meeting held on 30th September 2016;
- h. Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i. Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k. Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- l. Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- m. Appointment and remuneration of Auditors;
- n. Declaration and payment of dividends;
- o. Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- p. Borrowings and registration, modification and satisfaction of charges wherever applicable;
- q. Investment of the Company's funds including investments and loans to others;
- r. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s. Directors' report;
- t. Contracts, common seal, registered office and publication of name of the Company; and
- u. Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

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- I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Bye laws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

We further report that:

- a. the Company has complied with the requirements under the Equity Listing Regulation entered into with BSE Limited;
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- d. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- e. We further report that company share transfer agent is "MCS Share Transfer Agent Ltd".

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **VMR & ASSOCIATES**
Company Secretaries

Place : Mumbai
Date : 11th August, 2017

V.M. Rathi
Proprietor
C.P. No. 3701

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ANNEXURE III

Form MGT – 9

Extract of Annual Return as on the financial year ended on 31st March, 2017.

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

I. REGISTRATION AND OTHER DETAILS

| | | |
|-------|--|--|
| i) | CIN | L51900MH1992PLC068670 |
| ii) | Registration Date | 22 nd September, 1992 |
| iii) | Name of the Company | Indo-City Infotech Limited |
| iv) | Category/Sub Category of the Company | Public Limited- Limited by shares and company having share capital |
| v) | Address of the Registered Office and contact details | A6, Mittal Estate, Bldg., No. 2, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059 |
| vi) | Whether Listed Company Yes/ No | Yes |
| viii) | Name, Address and Contact details of Registrar and Transfer Agent, if any. | MCS Share Transfer Agent Limited Registered Office: 12/1/5, Manoharpukur Road, Kolkata-700026. Communication Address: 002, Ground Floor,Kashiram Jamnadas Building 5, P'Demello Road, Masjid (East),Mumbai-400009. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

| Sr. No | Name and Des. of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|--|----------------------------------|------------------------------------|
| 1 | Other Financial Services activity | 649 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name & Address of The Company | CIN/ GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|---------|-------------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1. | IndoCoins Capital Markets Pvt. Ltd. | U51900MH2007PTC172972 | Associate | 28.71% | 2(6) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category-wise Share Holding:

| Category code | Category of Shareholder | No. of Shares held at the beginning of the year (As on 01-04-2016) | | | | No. of Shares held at the end of the year (As on 31-03-2017) | | | | % of change during the year |
|---------------|---|--|----------|----------------|-------------------|--|----------|----------------|-------------------|-----------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| (A) | Promoter and Promoter Group | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | 4698000 | 0 | 4698000 | 45.17 | 5180375 | 0 | 5180375 | 49.81 | 4.64 |
| (b) | Central Government/ State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Bodies Corporate | 857000 | 0 | 857000 | 8.24 | 434900 | 0 | 434900 | 4.18 | -4.06 |
| (d) | Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Others(Specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e-i) | Directors & their Relatives | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total(A)(1) | 5555000 | 0 | 5555000 | 53.41 | 5615275 | 0 | 5615275 | 53.99 | 0.58 |
| 2 | Foreign | | | | | | | | | |
| (a) | Individuals (Non-Residents Individuals/Foreign Individuals) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

INDO-CITY INFOTECH LIMITED

| | | | | | | | | | | |
|------------|---|-----------------|---------------|-----------------|--------------|-----------------|---------------|-----------------|--------------|--------------|
| (b) | Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Any Others(Specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total(A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | 5555000 | 0 | 5555000 | 53.41 | 5615275 | 0 | 5615275 | 53.99 | 0.58 |
| (B) | Public Shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| (a) | Mutual Funds/ UTI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Financial Institutions / Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Central Government/ State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f) | Foreign Institutional Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (h) | Any Other (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub-Total (B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Non-institutions | | | | | | | | | |
| (a) | Bodies Corporate | 429167 | 0 | 429167 | 4.12 | 425150 | 0 | 425150 | 4.10 | -0.03 |
| (b) | Individuals | | | | | | | | | |
| i | Individual shareholders holding nominal share capital up to Rs 2 lakh | 2281768 | 26335 | 2308103 | 22.19 | 2215799 | 26335 | 2242134 | 21.56 | -0.63 |
| ii | Individual shareholders holding nominal share capital in excess of Rs. 2 lakh. | 1954085 | 100000 | 2054085 | 19.75 | 1963796 | 100000 | 2063796 | 19.84 | 0.09 |
| (c) | Any Other (specify) | | | | | | | | | |
| (c-i) | NRI/OCB Repatriable | 3186 | 0 | 3186 | 0.03 | 3386 | 0 | 3386 | 0.03 | 0 |
| (c-ii) | NBFC registered with RBI | 50259 | 0 | 50259 | 0.48 | 50259 | 0 | 50259 | 0.48 | 0 |
| | Sub-Total (B)(2) | 4718665 | 126335 | 4845000 | 46.59 | 4718665 | 126335 | 4571250 | 46.01 | -0.27 |
| | Total Public Shareholding (B)=(B)(1)+(B)(2) | | | | | | | | | |
| | TOTAL (A)+(B) | 10273665 | 126435 | 10400000 | 100 | 10273665 | 126335 | 10400000 | 100 | 0 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | | | |
| 1 | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Public | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub-Total (C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | GRAND TOTAL (A)+(B)+(C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

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b. Shareholding of Promoters :

| Sr No | Shareholders Name | Shareholding at the beginning of the year (As on 01-04-2016) | | | Cumulative Shareholding during the year (01-04-2016 to 31-03-2017) | | | % of change in shareholding during the year |
|-------|---------------------------|--|----------------------------------|---|--|----------------------------------|---|---|
| | | No. Of shares | % of total shares of the Company | % of shares pledged/ Encumbered to total shares | No. Of shares | % of total shares of the Company | % of shares pledged/ Encumbered to total shares | |
| 1 | Mr. Aneel Jain | 19,42,000 | 18.67 | Nil | 19,42,000 | 18.67 | Nil | Nil |
| 2 | Mrs. Shashi Jain | 17,16,000 | 16.50 | Nil | 17,16,000 | 16.50 | Nil | Nil |
| 3 | Aneel Banwarilal Jain HUF | 10,40,000 | 10.00 | Nil | 13,00,000 | 12.50 | Nil | 2.50 |
| 4 | Times Growth Sec. Ltd. | 8,57,000 | 8.24 | Nil | 4,34,900 | 4.18 | Nil | 4.06 |
| 5 | Ms. Ishu Jain | Nil | Nil | Nil | 2,22,375 | 2.14 | Nil | 2.14 |

c. Change in Promoters' Shareholding (please specify, if there is no change):

| Name of Shares Holder | Shareholding at the beginning of the year (As on 01-04-2016) | | Cumulative shareholding during the Year (01-04-2016 to 31-03-2017) | |
|--|--|----------------------------------|--|----------------------------------|
| | No. of Shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Mr. Aneel Jain | 19,42,000 | 18.67 | 19,42,000 | 18.67 |
| Mrs. Shashi Jain | 17,16,000 | 16.50 | 17,16,000 | 16.50 |
| Aneel Jain HUF | 10,40,000 | 10.00 | 13,00,000 | 12.50 |
| Times Growth Sec. Ltd. | 8,57,000 | 8.24 | 4,34,900 | 4.18 |
| Ms. Ishu Jain | Nil | Nil | 2,22,375 | 2.14 |
| Total | 55,55,000 | 53.41 | 56,15,275 | 53.99 |
| Date wise increase/decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc) | | | Note-1 | |
| At the end of the year | | | 56,15,275 | 53.99 |

NOTE-1 DETAILS OF INCREASE AND DECREASE IN PROMOTERS' SHAREHOLDING

| Sr No | Name | Shareholding | | Date | Increase/ Decrease in shareholding | Reason | Cumulative Shareholding during the year (01-04-16 to 31-03-17) | |
|-------|-------------------------------|---|----------------------------------|------------|------------------------------------|--------------------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-16)/ end of the year (31-03-17) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Aneel Jain HUF | 10,40,000 | 10.00 | 01/04/2016 | | | | |
| | | | | 04/11/2016 | 3000 | Purchase of shares | 1043000 | 10.03 |
| | | | | 27/02/2017 | 200000 | Purchase of shares | 1243000 | 11.95 |
| | | | | 02/03/2017 | 57000 | Purchase of shares | 1300000 | 12.50 |
| | | 13,00,000 | 12.50 | 31/03/2017 | | | 1300000 | 12.50 |
| 2 | Times Growth Securities. Ltd. | 8,57,000 | 8.24 | 01/04/2016 | | | | |
| | | | | 27/02/2017 | 199000 | Sale of shares | 658000 | 6.33 |
| | | | | 02/03/2017 | 58000 | Sale of shares | 600000 | 5.77 |
| | | | | 09/03/2017 | 100000 | Sale of shares | 500000 | 4.81 |
| | | | | 20/03/2017 | 65100 | Sale of shares | 434900 | 4.18 |
| | | | | 31/03/2017 | | | 434900 | 4.18 |
| | | 4,34,900 | 4.18 | | | | 434900 | 4.18 |

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| | | | | | | | | |
|---|---------------|----------|------|------------|-------|--------------------|--------|------|
| 3 | Ms. Ishu Jain | Nil | Nil | 01/04/2016 | | | | |
| | | | | 21/06/2016 | 36900 | Purchase of shares | 36900 | 0.35 |
| | | | | 16/08/2016 | 4500 | Purchase of shares | 41400 | 0.40 |
| | | | | 24/08/2016 | 5801 | Purchase of shares | 47201 | 0.45 |
| | | | | 30/08/2016 | 4675 | Purchase of shares | 51876 | 0.50 |
| | | | | 13/02/2017 | 2124 | Purchase of shares | 54000 | 0.52 |
| | | | | 17/02/2017 | 2000 | Purchase of shares | 56000 | 0.54 |
| | | | | 09/03/2017 | 99975 | Purchase of shares | 155975 | 1.50 |
| | | | | 20/03/2017 | 66400 | Purchase of shares | 222375 | 2.14 |
| | | 2,22,375 | 2.14 | 31/03/2017 | | | 222375 | 2.14 |

d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | Name of Top 10 Shareholders* | Shareholding at the beginning of the year 01.04.2016 | | Cumulative Shareholding end of the year 31.03.2017 | |
|---------|----------------------------------|--|----------------------------------|--|----------------------------------|
| | | No. Of Shares | % of total shares of the company | No. Of Shares | % of total shares of the company |
| 1 | Subramanian P | 7,384 | 0.07 | 6,77,993 | 6.52 |
| 2 | Upsurge Investment & Finance Ltd | 1,52,491 | 1.47 | 1,52,491 | 1.47 |
| 3 | Jawahar V. Sihvmath | 1,02,656 | 0.99 | 1,02,656 | 0.99 |
| 4 | Shweta Vinod Motwani | 1,00,000 | 0.96 | 1,00,000 | 0.96 |
| 5 | Gurbuk Gyanchand Motwani | 1,00,000 | 0.96 | 1,00,000 | 0.96 |
| 6 | Girish Arora | 1,00,000 | 0.96 | 1,00,000 | 0.96 |
| 7 | Ajeet Singh Khurana | 94,012 | 0.90 | 94,012 | 0.90 |
| 8 | Mayank Goyal | 72,952 | 0.70 | 80,756 | 0.78 |
| 9 | Anupama Suresh Motwani | 82,579 | 0.79 | 79,879 | 0.77 |
| 10 | Sujata Girish Arora | 89,900 | 0.86 | 79,190 | 0.76 |

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

e. Shareholding Pattern of Directors and Key Managerial Personnel :

| Sr No | Name | Shareholding | | Date | Increase/ Decrease in shareholding | Reason | Cumulative Shareholding during the year (01-04-16 to 31-03-17) | |
|------------------------------------|--|---|----------------------------------|------------|------------------------------------|--------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-16)/ end of the year (31-03-17) | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| A DIRECTORS: | | | | | | | | |
| 1 | Mr. Aneel Jain Chairman & Managing Director | 19,42,000 | 18.67 | 01/04/2016 | 0 | | | |
| | | 19,42,000 | 18.67 | 31/03/2017 | | ----- | 19,42,000 | 18.67 |
| 2 | Mrs. Shashi Jain Non-Executive Director | 17,16,000 | 16.50 | 01/04/2016 | 0 | | | |
| | | 17,16,000 | 16.50 | 31/03/2017 | | ----- | 17,16,000 | 16.50 |
| B KEY MANAGERIAL PERSONNEL: | | | | | | | | |
| 1 | Mr. Ramesh Chandra PusolaChief Financial Officer | 10 | 0.00 | 01/04/2016 | 0 | | | |
| | | 10 | 0.00 | 31/03/2017 | | ----- | 10 | 0.00 |

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| For each of the Directors and KMP | Shareholding beginning of the year | | Shareholding at the end of the year | |
|-----------------------------------|------------------------------------|----------------------------------|-------------------------------------|----------------------------------|
| | No. of Shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Mr. Aneel Jain | 19,42,000 | 18.67 | 19,42,000 | 18.67 |
| Mrs. Shashi Jain | 17,16,000 | 16.50 | 17,16,000 | 16.50 |

V. INDEBTEDNESS

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

| | Secured Loan excluding Deposits | Unsecured Loan | Deposits | Total Indebtedness |
|--|---------------------------------|----------------|-------------|----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 35,76,579/- | ---- | ---- | 35,76,579/- |
| ii) Interest due but not paid | ---- | ---- | ---- | ---- |
| iii) Interest accrued but not due | 88,032/- | ---- | ---- | 88,032/- |
| Total (i+ii+iii) | 36,64,611/- | ---- | ---- | 36,64,611/- |
| Change in Indebtedness during the financial year | | | | |
| Addition | 1,19,75,811/- | ---- | ---- | 1,19,75,811/- |
| Reduction | --- | ---- | ---- | --- |
| Net Change | 1,19,75,811/- | ---- | ---- | 1,19,75,811/- |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 1,54,93,976/- | --- | --- | 1,54,93,976/- |
| ii) Interest due but not paid | --- | --- | --- | --- |
| iii) Interest accrued but not due | 1,46,446/- | --- | --- | 1,46,446/- |
| Total (i+ii+iii) | 1,56,40,422/- | --- | --- | 1,56,40,422/- |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

| Sr. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|-----|---|-------------------------|--------------|
| 1 | Gross salary | Aneel Jain | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 9,30,000/- | 9,30,000/- |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| 2 | Stock Option | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil |
| 4 | Commission - as % of profit – Others, specify... | | |
| 5 | Others, please specify | | |
| | Total (A) | 9,30,000/- | 9,30,000/- |
| | Ceiling as per the Act | 42,00,000/- | 42,00,000/- |

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B. Remuneration to other Directors:

| SN. | Particulars of Remuneration | Name of Directors | | Total Amount |
|-----|--|-----------------------|------------------------|--------------|
| | | Mr. Brij Kishor Gupta | Mr. Ashwini Maheshwari | |
| 1 | Independent Directors | | | |
| | Fee for attending board committee meetings | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 |
| | Total (1) | 0 | 0 | 0 |
| 2 | Other Non-Executive Directors | Mrs. Shashi Jain | | |
| | Fee for attending board committee meetings | 0 | 0 | |
| | Commission | 0 | 0 | |
| | Others, please specify | 0 | 0 | |
| | Total (2) | 0 | 0 | |
| | Total (B)=(1+2) | 0 | 0 | 0 |
| | Total Managerial Remuneration | 0 | 0 | 0 |
| | Overall Ceiling as per the Act | NA | NA | — |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD: (Per Annual)

| Sr no | Particulars of Remuneration | Key Managerial Personnel Total | | |
|-------|---|--------------------------------|------------|------------|
| | | CFO | CS | Total |
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 3,77,195/- | 2,41,704/- | 6,18,899/- |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil | Nil | Nil |
| 2 | Stock Option | Nil | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil | Nil |
| 4 | Commission - as % of profit – Others specify... | | | |
| 5 | Others, please specify | Nil | Nil | Nil |
| | Total | 3,77,195/- | 2,41,704/- | 6,18,899/- |

I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDO-CITY INFOTECH LIMITED

Annexure IV

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries (Not Applicable)

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. Sl. No.
2. Name of the subsidiary
3. The date since when subsidiary was acquired
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.
6. Share capital
7. Reserves and surplus
8. Total assets
9. Total Liabilities
10. Investments
11. Turnover
12. Profit before taxation
13. Provision for taxation
14. Profit after taxation
15. Proposed Dividend
16. Extent of shareholding (in percentage)

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part B Associates and Joint ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of Associates or Joint Ventures | IndoCoins Capital Markets Private Limited |
|---|---|
| 1. Latest audited Balance Sheet Date | 03/06/2017 |
| 2. Date on which the Associate or Joint Venture was associated or acquired | 11/05/2017 |
| 3. Shares of Associate or Joint Ventures held by the company on the year end | 31/03/2017 |
| No. | 2,01,000 |
| Amount of Investment in Associates or Joint Venture | 2,01,00,000 |
| Extent of Holding (in percentage) | 28.71% |
| 4. Description of how there is significant influence | Holding of shares more than 20% |
| 5. Reason why the associate/joint venture is not consolidated | Current Investment |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | |
| 7. Profit or Loss for the year | |
| i. Considered in Consolidation | Nil |
| ii. Not Considered in Consolidation | Rs.1,62,822/- |

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified".

Place : Mumbai

Date : 11th August, 2017

Aneel Jain
Managing Director
DIN: 00030742

ANNEXURE V

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis - No such event took place during the year.

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

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

A - Unsecured loan taken from Directors: Not Applicable

B- Remuneration to Directors:

i. Name(s) of the related party and nature of relationship

| | | |
|---------------------------|---|------------------------------|
| Mr. Aneel Jain | : | Chairman & Managing Director |
| Mr. Ramesh Chandra Pusola | : | Chief Financial Officer |
| Ms. Deepika Pandey | : | Company Secretary. |

ii. Nature of contracts/arrangements/transactions

Remuneration paid

iii. Duration of the contracts / arrangements/transactions : N.A.

iv. Salient terms of the contracts or arrangements or transactions including the value, if any:

Company has paid remuneration:

| | | |
|--------------------------|---|-----------------|
| Mr. Aneel Jain | : | Rs. 9, 30,000/- |
| Mr. Ramesh Chanra Pusola | : | Rs. 3, 77,195/- |
| Mr. Pratik Mewada | : | Rs. 1, 81,114/- |
| Mr. Akash Anchan | : | Rs. 60,590/- |

v. Date(s) of approval by the Board, if any : **Not Applicable**

vi. Amount paid as advances, if any : **Not Applicable**

C- Salary to relative of Director: Not Applicable

D- Investment in Group Company:

i. Name(s) of the related party and nature of relationship : N.A

ii. Nature of contracts/arrangements/transactions : N.A

iii. Duration of the contracts / arrangements/transactions : N.A

iv. Salient terms of the contracts or arrangements or transactions including the value, if any : N.A

v. Date(s) of approval by the Board, if any : **Not Applicable.**

vi. Amount paid as advances, if any : **Not Applicable .**

Place : Mumbai
Date : 11th August, 2017

Aneel Jain
Managing Director
DIN: 00030742

INDEPENDENT AUDITORS' REPORT

To the Members of Indo-City Infotech Limited,

Report on the Financial Statements

1. We have audited the accompanying financial statements of Indo-City Infotech Limited (the 'Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements 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, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure B** a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

INDO-CITY INFOTECH LIMITED

- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (i) The Company does not have any pending litigations as at March 31, 2017 which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2017.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
 - (iv) The Company did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 – Refer Note 31.

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Arun Poddar
Partner
Membership Number: 134572

Place: Mumbai
Date: May 29, 2017

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Indo-City Infotech Limited on the financial statements as of and for the year ended March 31, 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Indo-city Infotech Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Arun Poddar
Partner
Membership Number: 134572

Place: Mumbai
Date: May 29, 2017

INDO-CITY INFOTECH LIMITED

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Indo-City Infotech Limited on the financial statements as of and for the year ended March 31, 2017.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 2 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
(c) The title deeds of immovable properties, as disclosed in Note 7 on fixed assets to the financial statements are held in the name of the company.
- ii. The Company has inventory of shares and securities in various companies; as such the same have not been physically verified by the Management during the year. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax which have not been deposited on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date. The Company does not have any loans or borrowings from Government. Further, the Company has not issued any debentures.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid / provided for Managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is required to, and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934 as an NBFIs.

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Arun Poddar
Partner
Membership Number: 134572

Place: Mumbai
Date: May 29, 2017

INDO-CITY INFOTECH LIMITED

BALANCESHEET AS AT MARCH 31, 2017

(Amount in Rs.)

| Particulars | Note No. | As at March 31, 2017 | As at March 31, 2016 |
|---------------------------------|----------|----------------------|----------------------|
| I EQUITY AND LIABILITIES | | | |
| 1. Shareholders' funds | | | |
| Share Capital | 2 | 104,000,000 | 104,000,000 |
| Reserves and Surplus | 3 | 29,885,581 | 29,722,759 |
| | | 133,885,581 | 133,722,759 |
| 3. Current Liabilities | | | |
| Short Term Borrowings | 4 | 15,640,422 | 3,664,611 |
| Other Current Liabilities | 5 | 118,185 | 122,378 |
| Short - Term Provisions | 6 | 55,258 | 112,504 |
| | | 15,813,865 | 3,899,493 |
| TOTAL | | 149,699,446 | 137,622,252 |
| II ASSETS | | | |
| 1. Non - Current Assets | | | |
| Fixed Assets | | | |
| Tangible Assets | 7 | 6,190,629 | 6,420,891 |
| Intangible Assets | | - | 480,500 |
| Non - Current Investments | 8 | 23,462,752 | 23,462,752 |
| Deferred Tax Assets (Net) | 9 | 460,116 | 363,291 |
| Long - Term Loans and Advances | 10 | 69,858,693 | 54,955,000 |
| | | 99,972,190 | 85,682,434 |
| 2. Current Assets | | | |
| Current Investments | 11 | 20,100,000 | 20,100,000 |
| Inventories | 12 | 816,000 | 3,866,696 |
| Trade Receivables | 13 | 1,182,250 | - |
| Cash and Cash Equivalents | 14 | 22,539,829 | 22,210,165 |
| Short-Term Loans and Advances | 15 | 157,450 | 311,675 |
| Other Current Assets | 16 | 4,931,727 | 5,451,282 |
| | | 49,727,256 | 51,939,818 |
| TOTAL | | 149,699,446 | 137,622,252 |

The Notes referred are an integral part of these financial statements.

This is the Balance Sheet referred to in our report of the even date.

For S K Patodia & Associates
Chartered Accountants
Firm's Registration No. : 112723W

For and on behalf of the Board of Directors

Arun Poddar
Partner
Membership No. : 134572

Place : Mumbai
Date : May 29, 2017

Aneel Jain
Managing Director
DIN No. 00030742

Place : Mumbai
Date : May 29, 2017

Shashi Jain
Director
DIN No. 00103505

Place : Mumbai
Date : May 29, 2017

Ramesh Chandra Pusola
Chief Financial Officer

Place : Mumbai
Date : May 29, 2017

Akash Anchan
Company Secretary

Place : Mumbai
Date : May 29, 2017

INDO-CITY INFOTECH LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs.)

| Particulars | Note No. | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
|--|----------|--------------------------------------|--------------------------------------|
| I | | | |
| <u>REVENUE</u> | | | |
| Revenue from Operations | 17 | 15,627,933 | 3,972,596 |
| Other Income | 18 | 6,218,755 | 2,197,095 |
| Total Revenue | | 21,846,688 | 6,169,691 |
| II | | | |
| <u>EXPENSES</u> | | | |
| Purchase of Shares/Materials | 19 | 12,049,430 | 2,880,359 |
| Increase/Decrease in Stock | 20 | 3,050,696 | (2,966,696) |
| Employee Benefits Expense | 21 | 3,094,093 | 2,344,748 |
| Finance Costs | 22 | 146,446 | 88,032 |
| Depreciation and Amortization Expense | 7 | 743,311 | 855,470 |
| Loan Provisions/Write Off | 23 | 296,307 | - |
| Other Expense | 24 | 2,047,864 | 2,605,098 |
| Total Expenses | | 21,428,147 | 5,807,011 |
| III Profit Before Tax (I - II) | | 418,541 | 362,680 |
| IV Tax Expense: | | | |
| Current Tax expense for Current Year | | 330,000 | 231,000 |
| Prior Year Tax Adjustments | | 22,544 | 75,282 |
| Deferred Tax | | (96,825) | (118,160) |
| | | 255,719 | 188,122 |
| V Profit for the Year | | 162,822 | 174,558 |
| VI Earnings Per Equity Share (Face Value Rs. 10 Per Share): | 25 | | |
| Basic and Diluted (Rs.) | | 0.02 | 0.02 |

The Notes referred are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of the even date.

For S K Patodia & Associates
Chartered Accountants
Firm's Registration No. : 112723W

For and on behalf of the Board of Directors

Arun Poddar
Partner
Membership No. : 134572

Place : Mumbai
Date : May 29, 2017

Aneel Jain
Managing Director
DIN No. 00030742

Place : Mumbai
Date : May 29, 2017

Shashi Jain
Director
DIN No. 00103505

Place : Mumbai
Date : May 29, 2017

Ramesh Chandra Pusola
Chief Financial Officer

Place : Mumbai
Date : May 29, 2017

Akash Anchan
Company Secretary

Place : Mumbai
Date : May 29, 2017

INDO-CITY INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A. Basis of accounting and preparation of financial statements

These financial statements have been prepared to comply with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and reported amounts of income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Differences between the actual results and the estimates are recognised in the periods in which the results are known /materialised.

C. Recognition of Income

Income from Services :

Revenue from web-hosting services are recognised when services are rendered in accordance with the terms of the agreements and the revenue is measurable and there is no uncertainty as to ultimate collection.

Sales of Shares:

Income from trading in securities are recognised on accrual basis on the date of sales and purchases and determined based on the FIFO cost of the securities sold.

Sale of Goods:

Sales are recognised when the substantial risk and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and excise duties. Domestic sales are recognised on dispatch to customers. Export sales are recognised on the date of cargo receipts, bill of lading or other relevant documents, in accordance with the terms and conditions for sales.

Interest Income on Long-Term Loans:

Interest income are recognised on time proportion basis taking into account the amount outstanding and the applicable interest rate except, where the recovery is uncertain, in which case it is accounted for on receipt.

D. Other Income:

Dividend: Dividend income is recognised when right to receive dividend is established.

Interest: Interest income on fixed deposits with banks is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Gain/ loss on investment in shares and securities are accounted for when the investment is sold on the day of settlement of transaction.

E. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows are operating, investing and financing activities of the company are segregated based on the available information.

F. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less.

G. Valuation of inventories

Inventories are valued at cost (on FIFO) or net realisable value whichever is lower. Cost includes all charges in bringing the inventories to the point of sale, including octroi and other levies, transit insurance and receiving charges.

H. Fixed Assets

Tangible Fixed Assets:

Tangible Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. Cost includes all incidental expenses related to acquisition and attributed to cost of bringing the asset to its working condition for its intended use. Items of tangible fixed assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in Statement of Profit & Loss.

Intangible Fixed Assets:

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

I. Depreciation and amortization

Tangible Fixed Assets:

Depreciation on tangible assets is provided on the 'Straight Line Method' (SLM) unless otherwise mentioned, pro-rata to the period of use of assets, based on the useful lives as specified in Part C of Schedule II to the Companies Act, 2013. Depreciation on assets acquired/ sold during the year is provided on pro-rata basis. Freehold land is not depreciated.

Depreciation on addition /deletion to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions. Assets individually costing Rs 5000 or less are fully depreciated in the year of purchase.

Intangible Fixed Assets:

Intangible assets are amortised over their estimated useful lives on straight line method over a period of four years. Amortisation on addition/ deletions to intangible assets is calculated pro- rata from/ up to the date of such additions/ deletions.

J. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

K. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

L. Accounting for Taxation:

Tax expense for the period, comprising of current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

INDO-CITY INFOTECH LIMITED

M. Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

N. Impairment

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

INDO-CITY INFOTECH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE 2 : SHARE CAPITAL

(Amount in Rs.)

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|---|-------------------------|-------------------------|
| Authorised Capital | | |
| 1,07,50,000 (March 31, 2016: 1,07,50,000) Equity Shares of Rs. 10 each | 107,500,000 | 107,500,000 |
| Issued, Subscribed and Paid up | | |
| 1,04,00,000 (March 31, 2016: 1,04,00,000) Equity Shares of Rs.10 each fully paid up | 104,000,000 | 104,000,000 |
| Total | 104,000,000 | 104,000,000 |

(a) Terms / rights attached to equity shares:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at March 31, 2017 | | As at March 31, 2016 | |
|---|----------------------|--------------------|----------------------|-------------|
| | Number of shares | Rs. | Number of shares | Rs. |
| No. of shares at the beginning of the year | 10,400,000 | 104,000,000 | 10,400,000 | 104,000,000 |
| Add: shares issued during the year | - | - | - | - |
| No. of shares at the end of the year | 10,400,000 | 104,000,000 | 10,400,000 | 104,000,000 |

(c) Details of Shareholding

| Name of the Shareholder | As at March 31, 2017 | | As at March 31, 2016 | |
|---------------------------------|----------------------|-------------------------------|----------------------|-------------------------------|
| | Number of shares | Percentage of shareholding | Number of shares | Percentage of shareholding |
| Aneel Banwari Jain | 1,942,000 | 18.67 | 1,942,000 | 18.67 |
| Shashi Aneel Jain | 1,716,000 | 16.50 | 1,716,000 | 16.50 |
| Aneel Jain HUF | 1,300,000 | 12.50 | 1,040,000 | 10.00 |
| Times Growth Securities Limited | 434,900 | 4.18 | 857,000 | 8.24 |
| Subramanian P | 677,993 | 6.52 | 7,300 | 0.07 |

NOTE 3 : RESERVES AND SURPLUS

(Amount in Rs.)

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|---|-------------------------|-------------------------|
| Securities Premium Reserve | | |
| Opening Balance | 20,554,000 | 20,554,000 |
| Add: Additions during the year | - | - |
| Closing Balance | 20,554,000 | 20,554,000 |
| Surplus in the Statement of Profit and Loss | | |
| Opening Balance | 9,168,759 | 8,994,201 |
| Add: Profit for the year | 162,822 | 174,558 |
| Less: Transfer to Reserve Fund under Section 45-IC(1) of Reserve Bank of India Act,1934 | (32,564) | - |
| Closing Balance | 9,299,017 | 9,168,759 |

INDO-CITY INFOTECH LIMITED

(Amount in Rs.)

| Particulars | As at | As at |
|--|-------------------|-------------------|
| | March 31, 2017 | March 31, 2016 |
| Reserve Fund as per Section 45-IC(1) of Reserve Bank of India Act, 1934 | | |
| Opening Balance | - | - |
| Add: Amount transferred from Surplus balance in the Statement of Profit and Loss | 32,564 | - |
| Closing Balance | 32,564 | - |
| Grand Total | 29,885,581 | 29,722,759 |

NOTE 4 : SHORT TERM BORROWINGS

Secured Loans (Refer Note Below)

| | | |
|---|-------------------|------------------|
| Bank Overdraft from The Bharat Co-operative Bank (Mumbai) Limited | 15,640,422 | 3,664,611 |
| Net | 15,640,422 | 3,664,611 |

Note:

Working capital loans from The Bharat Co-operative Bank (Mumbai) Limited is secured against fixed deposits including interest of Rs. 2,05,70,000 (March 31, 2016: Rs. 6,500,000) and carries an interest rate @ 0.50% p.a. over and above the fixed deposit rate (quarterly cumulative). The said loan is repayable on or before October 16, 2017 (March 31, 2016: October 16, 2016).

NOTE 5 : OTHER CURRENT LIABILITIES

Statutory Liabilities:

| | | |
|------------------------------|----------------|----------------|
| Professional Tax Payable | 1,100 | 975 |
| Employee Related Liabilities | 117,085 | 121,403 |
| Total | 118,185 | 122,378 |

NOTE 6 : SHORT-TERM PROVISIONS

| | | |
|------------------------|---------------|----------------|
| Provision for Expenses | 55,259 | 112,504 |
| Total | 55,259 | 112,504 |

NOTE 7 : FIXED ASSETS

(Amount in Rs.)

| Description | Gross Block | | | | Depreciation/ Amortisation | | | | Net Block | | |
|------------------------------|---------------------|---------------|-------------------------|----------------------|----------------------------|----------------------|-------------------------|----------------------|----------------------|----------------------|--|
| | As at April 1, 2016 | Additions | Deductions/ Adjustments | As at March 31, 2017 | Upto March 31, 2016 | Charged For the year | Deductions/ Adjustments | As at March 31, 2017 | As at March 31, 2017 | As at March 31, 2016 | |
| Tangible Assets: | | | | | | | | | | | |
| Land and Building | 5,717,339 | - | - | 5,717,339 | - | - | - | 5,717,339 | 5,717,339 | 5,717,339 | |
| Air conditioner | 275,940 | - | - | 275,940 | 275,940 | - | - | 275,940 | - | - | |
| Computers | 314,033 | - | - | 314,033 | 279,759 | 18,536 | - | 298,295 | 15,738 | 34,274 | |
| Furnitures and Fixtures | 3,950,240 | - | - | 3,950,240 | 3,504,513 | 188,326 | - | 3,692,839 | 257,401 | 445,727 | |
| Office Equipments | 379,052 | 32,550 | - | 411,602 | 155,501 | 55,949 | - | 211,450 | 200,152 | 223,551 | |
| Total | 10,636,604 | 32,550 | - | 10,669,154 | 4,215,713 | 262,811 | - | 4,478,524 | 6,190,629 | 6,420,891 | |
| Intangible Assets: | | | | | | | | | | | |
| Webportal (Refer Note below) | 1,922,000 | - | - | 1,922,000 | 1,441,500 | 480,500 | - | 1,922,000 | - | 480,500 | |
| Total | 1,922,000 | - | - | 1,922,000 | 1,441,500 | 480,500 | - | 1,922,000 | - | 480,500 | |
| Grand Total | 12,558,604 | 32,550 | - | 12,591,154 | 5,657,213 | 743,311 | - | 6,400,524 | 6,190,629 | 6,901,391 | |
| Previous Year | 12,324,604 | 23,400 | - | 12,558,604 | 4,801,743 | 855,470 | - | 5,657,213 | 6,901,391 | 7,522,861 | |

Note:

Webportal is amortised on a straight line basis over their estimated useful lives which have been determined as 4 years. The useful lives have been determined based on the period over which future economic benefits are estimated to be received by use of the Webportal.

INDO-CITY INFOTECH LIMITED

| Particulars | (Amount in Rs.) | |
|--|--------------------------|--------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| NOTE 8 : NON-CURRENT INVESTMENTS | | |
| Trade Investments (Valued at cost unless stated otherwise) | | |
| a) Quoted Investments in Equity instruments: | | |
| 2,00,000 (March 31, 2016: 2,00,000) Shares of Rs. 10 each in Avon Corporations Limited fully paid up | 555,210 | 555,210 |
| | <u>555,210</u> | <u>555,210</u> |
| b) Unquoted Investments in Equity instruments: | | |
| In Associate Companies: | | |
| 79,000 (March 31, 2016: 79,000) Shares of Rs. 10 each in ABJ Developers Private Limited fully paid up | 7,900,000 | 7,900,000 |
| 70,285 (March 31, 2016: 70,285) Shares of Rs. 10 each of Times Growth Securities Limited | 7,028,500 | 7,028,500 |
| In Others: | | |
| 25 (March 31, 2016: 25) Shares of Rs. 10 each in The Bharat Co-Operative Bank Limited fully paid up | 252 | 252 |
| | <u>14,928,752</u> | <u>14,928,752</u> |
| c) Unquoted Investments in Preference Shares: | | |
| 7,00,000 (March 31, 2016 : 7,00,000) 0.1% Redeemable Cumulative and Non convertible Preference Share series - 'A' of Rs. 10 each in Honest Derivatives Private Limited | 7,000,000 | 7,000,000 |
| 1,50,000 (March 31, 2016 : 1,50,000) Redeemable Cumulative, Non Convertible Series A Preference Share of Rs. 10 each in Shri Tradco Decsan Private Limited) | 1,500,000 | 1,500,000 |
| | <u>8,500,000</u> | <u>8,500,000</u> |
| Less: Provision for diminution in the value of Investments | 521,210 | 521,210 |
| Total | <u>23,462,752</u> | <u>23,462,752</u> |

| Particulars | (Amount in Rs.) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Aggregate Book value of: | | |
| Quoted fully paid up Investments in Equity Instruments | 34,000 | 34,000 |
| Unquoted fully paid up Investments | 23,428,752 | 23,428,752 |
| Aggregate Market value of: | | |
| Quoted fully paid up Investments in Equity Instruments | 34,000 | 34,000 |
| NOTE 9 : DEFERRED TAX ASSETS (NET) | | |
| The major components of deferred tax assets as recognized in the financial statements is as follows: | | |
| Deferred Tax Assets | | |
| On difference between book balance and tax balance of fixed assets | 460,116 | 363,291 |
| Net | <u>460,116</u> | <u>363,291</u> |

INDO-CITY INFOTECH LIMITED

NOTE 10 : LONG-TERM LOANS AND ADVANCES

| Particulars | (Amount in Rs.) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Secured, considered good | | |
| Loans to Other Parties | 20,000,000 | - |
| Less: Statutory Provision on Standard Assets | (80,263) | - |
| | 19,919,737 | - |
| Unsecured, considered good | | |
| Security Deposits | 30,000 | 30,000 |
| | 30,000 | 30,000 |
| Loans to Other Parties | 50,125,000 | 54,925,000 |
| Less: Statutory Provision on Standard Assets | (216,044) | - |
| | 49,908,956 | 54,925,000 |
| Total | 69,858,693 | 54,955,000 |

NOTE 11 : CURRENT INVESTMENTS

Other Than Trade Investment (At lower of cost and fair value)

a) Unquoted Investments in Equity instruments:

2,01,000 (March 31, 2016: 2,01,000) Shares of Rs. 10 each in Indocoins Capital Markets Private Limited

| | | |
|--------------|-------------------|-------------------|
| | 20,100,000 | 20,100,000 |
| Total | 20,100,000 | 20,100,000 |

NOTE 12 : INVENTORIES

| | | |
|---------------|----------------|------------------|
| Traded Goods | - | 2,871,696 |
| Equity Shares | 816,000 | 995,000 |
| Total | 816,000 | 3,866,696 |

NOTE 13 : TRADE RECEIVABLES

Unsecured, considered good

Debts Outstanding for a period exceeding six months from the date they are due for payment

| | | |
|--------------|------------------|---|
| | 1,182,249 | - |
| Other Debts | - | - |
| Total | 1,182,249 | - |

NOTE 14 : CASH AND BANK BALANCES

Cash and Cash Equivalent

| | | |
|-----------------------|---------------|----------------|
| Cash on Hand | 66,981 | 190,817 |
| Bank Balances in: | | |
| - In current accounts | 24,934 | 19,348 |
| | 91,915 | 210,165 |

Other Bank Balances

Fixed Deposits with maturity period of more than 3 months but less than 12 months

[Includes fixed deposits of Rs. 2,01,47,914 (as at March 31, 2016: Rs. 65,00,000) under lien against overdraft facility]

| | | |
|--------------|-------------------|-------------------|
| | 22,447,914 | 22,000,000 |
| Total | 22,539,829 | 22,210,165 |

INDO-CITY INFOTECH LIMITED

(Amount in Rs.)

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|---|-------------------------|-------------------------|
| NOTE 15 : SHORT-TERM LOANS AND ADVANCES | | |
| Unsecured, considered good | | |
| Advance income tax (Net of provision Rs. 3,31,000; as at March 2016: Rs. 2,31,000) | 157,450 | 311,675 |
| Total | 157,450 | 311,675 |

NOTE 16 : OTHER CURRENT ASSETS

Interest Accrued on:

| | | |
|---------------------------|------------------|------------------|
| Fixed Deposits with Banks | 967,509 | 1,251,221 |
| Long-Term Loans to Others | 3,951,789 | 4,200,061 |
| Prepaid Expenses | 12,429 | - |
| Total | 4,931,727 | 5,451,282 |

(Amount in Rs.)

| Particulars | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
|--|---|---|
| NOTE 17 : REVENUE FROM OPERATIONS | | |
| Sales of Shares | 12,073,959 | - |
| Interest Income on Long-Term Loans to Others | 3,553,974 | 3,972,596 |
| Total | 15,627,933 | 3,972,596 |

NOTE 18 : OTHER INCOME

Interest Income:

| | | |
|--------------------------------|------------------|------------------|
| - On Fixed Deposits with Banks | 1,990,839 | 2,184,560 |
| - On Income tax Refund | 13,010 | 4,798 |
| Sale of Goods | 4,190,906 | - |
| Balances Written Back | 24,000 | 7,737 |
| Total | 6,218,755 | 2,197,095 |

NOTE 19 : PURCHASE OF STOCK-IN-TRADE :

| | | |
|-----------------------------------|-------------------|------------------|
| Purchase of Shares and Securities | 12,014,522 | - |
| Purchase of Traded Goods | - | 2,878,196 |
| Share Trading Expenses | 34,908 | 2,163 |
| Total | 12,049,430 | 2,880,359 |

NOTE 20 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE

At the beginning of the period

| | | |
|---------------|------------------|----------------|
| Equity Shares | 3,866,696 | 900,000 |
| | 3,866,696 | 900,000 |

Less : At the end of the period

| | | |
|---------------|------------------|--------------------|
| Equity Shares | 816,000 | 995,000 |
| Traded Goods | - | 2,871,696 |
| | 816,000 | 3,866,696 |
| Total | 3,050,696 | (2,966,696) |

INDO-CITY INFOTECH LIMITED

| Particulars | (Amount in Rs.) | |
|---|---|---|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| NOTE 21 : EMPLOYEE BENEFIT EXPENSES | | |
| Salaries, Incentives and Wages | 1,987,517 | 1,265,424 |
| Director Remuneration | 930,000 | 930,000 |
| Staff Welfare Expenses | 176,576 | 149,324 |
| Total | 3,094,093 | 2,344,748 |
| NOTE 22 : FINANCE COST | | |
| Interest on Working Capital Loans | 146,446 | 88,032 |
| Total | 146,446 | 88,032 |
| NOTE 23 : LOAN PROVISIONS/WRITE OFF (NET OFF PROVISIONS) | | |
| General Provision for Standard Assets | 296,307 | - |
| Total | 296,307 | - |
| NOTE 24 : OTHER EXPENSES | | |
| Communication Expenses | 30,695 | 41,060 |
| Conveyance and Travelling Expenses | 253,116 | 360,755 |
| Bank Charges | 8,424 | 6,506 |
| Printing and Stationery Expenses | 146,206 | 141,722 |
| Sales Promotion Expenses | 23,548 | 72,339 |
| Advertisement and Publication Expenses | 29,853 | 42,655 |
| Building - Repairs and Maintenance | 227,000 | 211,750 |
| Computer - Repairs and Maintenance | 149,334 | 85,298 |
| Others - Repairs and Maintenance | 182,413 | 196,681 |
| Legal and Professional Fee | 512,138 | 471,289 |
| Payments to Auditors: | | |
| Audit fees | 45,000 | 51,750 |
| Electricity Charges | 111,020 | 90,760 |
| Interest Receivable Written off | - | 450,000 |
| Office Expenses | 111,686 | 214,342 |
| Postage and Courier Expenses | 60,421 | 59,691 |
| Website Development Expenses | 157,010 | 108,500 |
| Total | 2,047,864 | 2,605,098 |
| NOTE 25 : EARNINGS PER EQUITY SHARE | | |
| Profit attributable to Equity shareholders (Rs.) | 162,822 | 174,558 |
| Weighted average number of equity shares outstanding during the year (Nos.) | 10,400,000 | 10,400,000 |
| Basic and diluted earning for the year (Rs.) | 0.02 | 0.02 |
| Face value per Share (Rs.) | 10.00 | 10.00 |

INDO-CITY INFOTECH LIMITED

NOTE 26 : CURRENT ASSETS AND LOANS AND ADVANCES

In the opinion of the Board, all the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated. The Provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

NOTE 27 : RELATED PARTY DISCLOSURE

a. Details of Related Parties

| Description of Relationship | Names of Related Parties |
|--|--|
| Key Management Personnel (KMP) | Mr. Aneel Jain, Chairman & Managing Director Mr. Ramesh Chandra Pusola, Chief Financial Officer Mr. Pratik Mewada, Company Secretary (from June 13, 2016 to January 12, 2017) Mr. Akash Anchan, Company Secretary (w.e.f. January 9, 2017) |
| Company in which KMP / Relatives of KMP can exercise significant influence | - |

Notes:

- The list of related parties above has been limited to entities with which transactions have taken place during the year.
- Related party transactions have been disclosed till the time the relationship existed.

b. Details of Related Party transactions during the year ended March 31, 2017

(Amount in Rs.)

| Particulars | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
|--|-----------------------------------|-----------------------------------|
| Directors and Key Management Personnel Remuneration | | |
| Mr. Aneel Jain, Chairman & Managing Director | 930,000 | 930,000 |
| Mr. Ramesh Chandra Pusola, Chief Financial Officer | 377,195 | 359,102 |
| Mr. Pratik Mewad, Company Secretary | 181,114 | - |
| Mr. Akash Anchan, Company Secretary | 60,590 | - |
| | 1,548,899 | 1,289,102 |
| c. Closing Balances of the Related Parties | | |
| Trade and Other Payables | | |
| Mr. Ramesh Chandra Pusola, Chief Financial Officer | 22,308 | 30,600 |
| Mr. Akash Anchan, Company Secretary | 24,800 | - |
| | 47,108 | 30,600 |

NOTE 28 : IMPAIRMENT OF FIXED ASSETS

There was no impairment loss on the fixed assets on the basis of review carried out by the management in accordance with Accounting Standard (AS) – 28 'Impairment of Assets'.

NOTE 29 : SEGMENT INFORMATION

The Company has only Finance related income, hence the Company does not have separate reportable business segment for the quarter and year ended March 31, 2017 as per the AS - 17.

NOTE 30 : PREVIOUS YEAR'S FIGURES

Previous year figures have been regrouped or rearranged, wherever considered necessary, to confirm with the current year's presentation.

NOTE 31 : DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

INDO-CITY INFOTECH LIMITED

(Amount in Rs.)

| Particulars | SBNs* | Other Denomination Notes | Total |
|---|----------|--------------------------|---------------|
| Closing Balance as in hand as on November 8, 2016 | - | 48,748 | 48,748 |
| (+) Permitted receipts | - | - | - |
| (-) Permitted payments | - | (17,219) | (17,219) |
| (-) Amount deposited in Banks | - | - | - |
| Closing Cash in hand as on December 30, 2016 | - | 31,529 | 31,529 |

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November

The accompanying notes are integral part of these financial statements

As per our report of even date attached

For S K Patodia & Associates
Chartered Accountants
Firm's Registration No. : 112723W

Arun Poddar
Partner
Membership No. : 134572
Place : Mumbai
Date : May 29, 2017

For and on behalf of the Board of Directors

| | |
|--|--|
| Aneel Jain Managing Director DIN No. 00030742 Place : Mumbai Date : May 29, 2017 | Shashi Jain Director DIN No. 00103505 Place : Mumbai Date : May 29, 2017 |
| Ramesh Chandra Pusola Chief Financial Officer Place : Mumbai Date : May 29, 2017 | Akash Anchan Company Secretary Place : Mumbai Date : May 29, 2017 |

INDO-CITY INFOTECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs.)

| Particulars | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
|---|--------------------------------------|--------------------------------------|
| A. <u>Cash flow from operating activities</u> | | |
| Net profit before taxation | 418,541 | 362,680 |
| <u>Adjustments for:</u> | | |
| Depreciation and Amortization Expense | 743,311 | 855,470 |
| Interest on working capital loans | 146,446 | 88,032 |
| (Gain)/ Loss on sale of non-current investments | - | - |
| Interest Income | (2,003,849) | (2,189,358) |
| Operating profit/ (loss) before working capital changes | (695,551) | (883,176) |
| <u>Adjustments for changes in working capital:</u> | | |
| (Increase)/decrease in trade receivables | (1,182,250) | 1,040 |
| (Increase)/decrease in Stock | 3,050,696 | (2,966,696) |
| Increase/(decrease) in other current liabilities | (4,193) | 31,258 |
| (Increase)/decrease in long-term loans and advances | (14,903,693) | 1,400,000 |
| (Increase)/decrease in other current assets | 235,843 | 1,109,919 |
| Increase/(decrease) in short term provisions | (57,245) | 18,005 |
| Net Cash used in operations | (13,556,393) | (1,289,650) |
| Less: Income taxes paid (net of refund received) | (185,309) | (448,024) |
| Net cash used in operating activities | (13,741,702) | (1,737,674) |
| B. <u>Cash flow from investing activities</u> | | |
| Acquisition of fixed assets including capital work-in-progress and capital advances | (32,550) | (234,000) |
| (Investment in)/ realisation of Fixed Deposits and Margin Money | (447,914) | (1,576,933) |
| (Purchase)/ Sales of investment (Net) | - | (3,000,000) |
| Interest received on Fixed deposits | 2,274,551 | 2,237,411 |
| Net cash generated from from investing activities | 1,794,087 | (2,573,522) |
| C. <u>Cash flow from financing activities</u> | | |
| Interest paid on loans | (146,446) | (88,032) |
| Increase/(decrease) in Short term borrowing | 11,975,811 | 3,664,611 |
| Net cash used in financing activities | 11,829,365 | 3,576,579 |
| Net increase/ (decrease) in cash and cash equivalents (A+B+C) | (118,250) | (734,617) |
| Opening cash and cash equivalents | 210,165 | 944,782 |
| Closing cash and cash equivalents | 91,915 | 210,165 |

Notes :

- The Cash Flow Statement has been prepared under the "Indirect method" as set out in Accounting Standard - 3 on Cash Flow Statements as notified under Section 133 of Companies Act, 2013.
- Previous year's comparatives have been reclassified to conform with the current year's presentation, wherever applicable.

This is the Cash Flow Statment referred to in our report of even date

For S K Patodia & Associates
Chartered Accountants
Firm's Registration No. : 112723W

For and on behalf of the Board of Directors

Arun Poddar
Partner
Membership No. : 134572

Aneel Jain
Managing Director
DIN No. 00030742

Shashi Jain
Director
DIN No. 00103505

Place : Mumbai
Date : May 29, 2017

Place : Mumbai
Date : May 29, 2017

Place : Mumbai
Date : May 29, 2017

Ramesh Chandra Pusola
Chief Financial Officer

Akash Anchan
Company Secretary

Place : Mumbai
Date : May 29, 2017

Place : Mumbai
Date : May 29, 2017

FORM NO. MGT 11**Proxy Form**

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

CIN: L51900MH1992PLC068670

Name of the Company: Indo-City Infotech Limited

Regd. Off. : A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai - 400059

Tel. No.:- 022-28505903; E-mail: contact.indocity@gmail.com; Website: www.indocity.co

Name of the Member (s): _____

Regd. Add.: _____

Email Id: _____ Folio No./Client Id: _____ DPID: _____

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

1. Name : _____

Address : _____

Email Id : _____ Signature: _____, or failing him

2. Name : _____

Address : _____

Email Id : _____ Signature: _____, or failing him

3. Name : _____

Address : _____

Email 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 TWENTY FIFTH ANNUAL GENERAL MEETING of the Company, to be held on the 29th day of September, 2017 at 10:00 A.M. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai- 400059 or at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution |
|----------------|---|
| 1. | Adoption of Audited financial statement of the Company for the financial year ended 31 st March, 2017 and the reports of Auditors and Directors thereon. |
| 2. | Appointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment. |
| 3. | Ratification of appointment of M/s S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2017-18. |
| 4. | Special Resolution-Change of Name of the Company. |

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxyholder (s) _____

Affix
Rs. 1/- Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Tear Here

Name of the Company : Indo-City Infotech Limited

CIN: L51900MH1992PLC068670

Regd. Off. : A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai - 400059

Tel. No.:- 022-28505903; E-mail: contact.indocity@gmail.com; Website: www.indocity.co

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDACE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL

Full Name of the Member (in BLOCK LETTERS) _____

DP ID *: _____ Client ID : _____

Regd. Folio No.: _____ No. of Shares held : _____

Full Name of the Proxy (in BLOCK LETTERS) _____

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company on Friday, 29th September, 2017 at 10.00 A.M. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059.

Signature of Member/ Proxy _____

*Applicable to investors holding shares in electronic form

Name of the Company : Indo-City Infotech Limited

CIN: L51900MH1992PLC068670

Regd. Off. : A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai - 400059
Tel. No.:- 022-28505903; E-mail: contact.indocity@gmail.com; Website: www.indocity.co**ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

| | |
|----------------------------|--|
| Name | |
| Address | |
| DP Id Client Id / Folio No | |
| No. of shares held | |

I/We hereby exercise my/our vote in respect of the following resolutions(s) as specified in the Notice of Indo-City Infotech Limited dated August 11, 2017 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said Notice by conveying my/our assent or dissent to the said Resolution in the relevant box below:

| Resolution No | Resolution | No. of Shares | I/We assent to the resolution (For) * | I/We dissent to the resolution (Against) * |
|--------------------------|--|---------------|---------------------------------------|--|
| Ordinary Business | | | | |
| 1 | Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of Auditors and Directors thereon. | | | |
| 2 | Appointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment. | | | |
| 3 | Ratification of appointment of M/s S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2017-18. | | | |
| Special Business | | | | |
| 4 | Change of Name of the Company. | | | |

* Please put a tick mark (✓) in appropriate column against the resolution indicated above.

Place : _____

Date: _____

Signature of Member-----
*Tear Here***Instructions :**

1. In order to enable its members, who do not have access to e- voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, this Form is being provided.
2. A member desiring to exercise vote by Assent/Dissent shall complete this Form with assent (for) or dissent (against) and send at their cost to reach Scrutinizer Mr. Surjan Singh Rauthan, Practicing Company Secretary, at the Registered Office of the Company on or before September 27, 2017 by 10.00 a.m. Any Form received after the said date and time shall be treated as invalid if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Assent/Dissent Form and e-voting, then voting done through e-voting shall prevail and voting done by Physical assent/dissent will be treated as invalid.
4. Voting through physical/assent form cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
5. Members are requested not to send any other paper along with Assent/Dissent form and not to write anything on this form. If any such other paper is sent the same will be destroyed by the Scrutinizer.
6. Incomplete unsigned or incorrectly ticked assent/dissent forms will be rejected.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the cut-off date of September 22, 2017.

Book - Post



If undelivered please return to:

INDO-CITY INFOTECH LIMITED

A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,
Andheri (E), Mumbai – 400059