

INDO-CITY INFOTECH LIMITED

28th ANNUAL REPORT

2019 - 2020

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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

Registered Office:

12/1/5, Manoharpukur Road,
Kolkata-700026

Communication Address:

C-Wing, 209, 2nd Floor, Gokul Industrial Estate,
Sagbaug, Marol Co-Op. Industrial Area, B/H Times Square,
Andheri- (E), Mumbai-400059.

BANKERS

HDFC Bank

The Bharat Co-op. Bank (Mumbai) Ltd.

Tamilnad Mercantile Bank Ltd.

AUDITORS

TIBREWAL CHAND & CO.

Chartered Accountants

1402, Ivy Tower,

Nahar Amrit Shakti, Chandivali,

Powai, Andheri East

Mumbai- 400072.

INVESTOR HELP DESK

Telephone: - +91 22 2850 5903

E-Mail: contact.indocity@gmail.com

NOTICE

NOTICE is hereby given that 28th Annual General Meeting of **INDO-CITY INFOTECH LIMITED** will be held on Wednesday, 30th September, 2020 at 10.00 A.M. at the Premise No. 120, Opp. Planet Cast, Royal Palms Estate, Aarey Road, Goregaon (E), Mumbai -400 065, for transacting the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of Auditors and Directors thereon.
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.
3. To appoint M/s M J Jhanwar & Co. Chartered Accountants, Firm Reg. No. 130701W as the statutory auditor of the company, for a term of five years from the conclusion of the ensuing 28th AGM till the conclusion of the 33rd AGM of the Company.

By Order of the Board

For Indo-City Infotech Limited

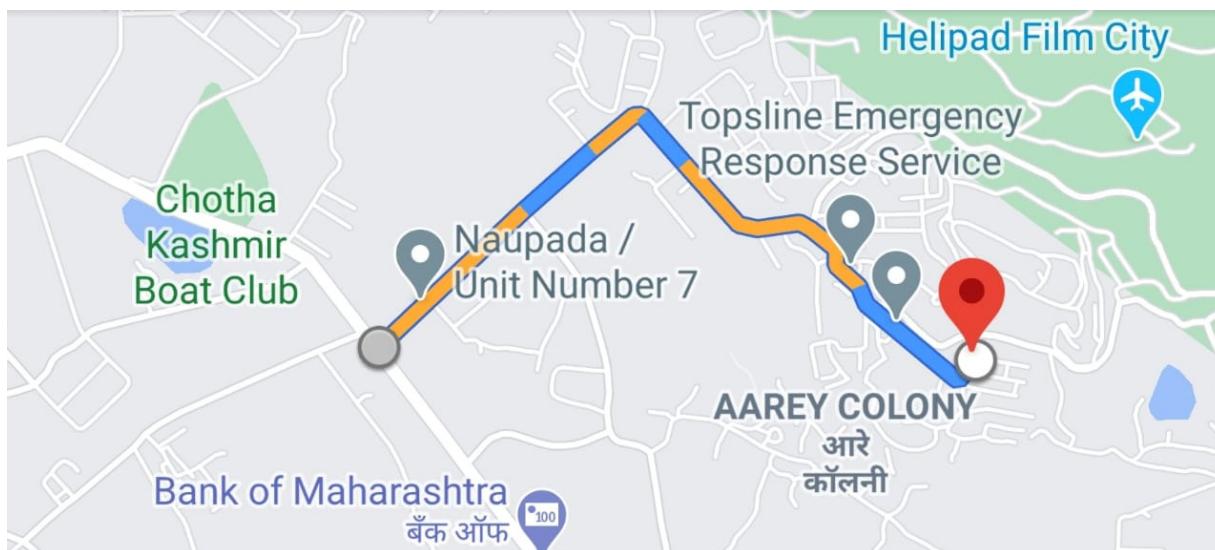
Aneel Jain
Chairman & Managing Director
DIN: 00030742

Place: Mumbai

Dated: 27th August, 2020

Registered Office

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

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

Landmark: Planet Cast, Royal Palms Estate, Aarey Colony, Goregaon (E).

NOTES:

- 1. 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 FILLED 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 letter, 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.

2. 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.
3. For ordinary business no. 3, refer Directors' Report (para. on statutory auditors), attached herewith.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 21st September, 2020 to 30th September, 2020 (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 the required information available at the Meeting.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, 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).

9. Shareholders are requested to bring their Copies of Annual Report in the Meeting.

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:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
- II. The facility for voting through ballot paper voting system shall also be made available at the venue of the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper voting system.
- III. 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.
- IV. The Company has engaged the services of M/s Central Depository Services (India) Limited (CDSL) as the Agency to provide remote e-voting facility.
- V. The remote e-voting period commences from 26th September, 2020 (9.00 a.m.) and ends on 28th September, 2020 (5.00 p.m.).
- VI. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s CDSL upon expiry of the above period.
- VII. A 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 i.e. 20th September, 2020 only shall be entitled to avail the facility of remote e-voting or voting at the venue of the Meeting through ballot paper.
- VIII. A person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20th September, 2020 can follow the process for generating the Login ID and Password as provided in the Notice of the AGM.
- IX. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
- X. **Information and other instructions relating to remote e-voting are as under:**
 - (i) The voting period begins on 26th September, 2020 at 9.00 a.m. (IST) and ends on 28th September, 2020 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 20th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence No., it is communicated in the Attendance Slip.
DOB or Dividend Bank Details	Enter the Date of Birth or folio in dd/mm/yyyy format or Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for INDO-CITY INFOTECH LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile application while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2020 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case of any grievance connected with e-voting, the Members may write to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 or call at toll free number 18002005533 or refer to the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com, under help section or email to helpdesk.evoting@cdslindia.com.
12. Ms. Preeti Agarwal (Membership No. 58211), a Company Secretary in Practice of the Company Secretary Firm M/s PSS Associates LLP has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting at the meeting through ballot paper in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
13. 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 "Polling 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.
14. 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.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indocity.co and on the website of CDSL www.evotingindia.com 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.
16. 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.
17. 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.

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

Place: Mumbai
Dated: 27th August, 2020
Registered Office:
A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,
Andheri (E), Mumbai-400 059.

(Aneel Jain)
Chairman & Managing Director
DIN: 00030742

DIRECTOR'S REPORT

To,
The Members of Indo-City Infotech Limited,

Your Directors have pleasure in presenting the **Twenty Eighth Annual Report** along with Audited Financial Statement of the Company for the year ended 31st March, 2020.

I. FINANCIAL RESULTS:

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

	<u>2019-20</u>	(Rupees) <u>2018-19</u>
PROFIT BEFORE TAX	(85,45,419)	(1,05,91,325)
Add/(Less): Provision for Tax	(22,65,963)	(67,654)
PROFIT AFTER TAX	<u>(62,79,456)</u>	<u>(1,06,58,979)</u>
Add.: Amount Brought Forward	(11,28,719)	95,77,421
Less: Transfer to Reserve	-	(47,161)
Balance Carried to Balance Sheet	<u>(74,08,175)</u> =====	<u>(11,28,719)</u> =====

II. TRANSFER TO RESERVE:

Company has not transferred any amount 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. 1,66,24,342/- - as against Rs. 3,21,47,944/- for the previous year and the profit after tax for the year stood at Rs. (62,79,456/-) as against Rs. (1,06,58,979/-) for the previous year.

V. ADOPTION OF IND-AS:

The Company adopted Ind-AS from 1st April, 2019 with the transition date as 1st April, 2018 and adoption was carried out in accordance with Ind-AS 101 – First time adoption of Indian Accounting Standards.

Reconciliation of net profit as previously reported on account of transition from the previous Indian GAAP (IGAAP) to Ind-AS for the quarter and year ended 31st March, 2019:

Particulars	Year Ended 31-03-2019	Reconciliation of Equity
Net profit for the period / Other Equity under erstwhile Indian GAAP	2,35,806	3,04,69,392
Add / (Less) : Fair Value Changes as per valuations	(1,08,94,785)	(1,08,94,785)
Net Profit/ (Loss) after Tax (before OCI) as per Ind. AS	(1,06,58,979)	1,95,74,607
Other Comprehensive Income (net of tax)	---	--
Total Comprehensive Income / (Loss) Other Equity as per Ind-AS	(1,06,58,979)	1,95,74,607

VI. FUTURE OUTLOOK:

There has been no significant impact on the operations/financial position of the company on account of the outbreak of the COVID 19 pandemic and the limitations/restrictions arising there from. In assessing the recoverability of loans, receivables, and investments, the Company has considered internal and external sources of information, including economic forecasts and industry reports up to the date of approval of these financial results. The Company expects to recover the carrying amount of these assets.

The Name of the Company is desired to be changed to reflect the business activities of the company and accordingly, name of the Company is proposed to be changed from "Indo-City Infotech Limited" to "Always

First Finance Limited” or “Indo-City Finance Limited” or any other name 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.

Thus, as per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders was required to be accorded for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution and the necessary resolution was passed in the 27th AGM of the company and procedure for the same is ongoing.

VII. 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.

VIII. 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 2019-20.

IX. 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.

X. STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Act and the rules framed thereunder, M/s Tibrewal Chand & Co., Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Twenty-Sixth Annual General Meeting of the Company held on September 28, 2018 till the conclusion of the Thirty-First Annual General Meeting. However, due to expiry of their Peer Review Certificate, the company approved M/s M S Jhanwar & Co., Chartered Accountants (FRN.: 130701W) as the statutory auditor to fill the casual vacancy due to the ineligibility (as the Peer Review Certificate of the firm expired) of M/s. Tibrewal Chand & Co., Chartered Accountants (FRN.: 311047E) since as per SEBI guidelines every listed company is required to appoint a statutory auditor holding a valid Peer Review Certificate.

XI. 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. Your company has not received any complaints.

XII. AUDITORS REPORT:

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to Accounts which are self-explanatory and are attached herewith.

XIII. 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.

XIV. RESERVE BANK OF INDIA GUIDELINES FOR NBFCs:

Reserve Bank of India (RBI) granted Certificate of Registration to the Company on October, 16, 2000 vide Registration No. B.-13.00577, to commence the business of non-banking financial institution without accepting deposits. The Company has complied with and continues to comply with all the applicable regulations and directions of the RBI.

XV. PARTICULARS OF EMPLOYEES:

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 has 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, 2020.

XVI. 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”.

XVII. 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, 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, if any;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. The Directors have 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 have prepared the annual accounts on a going concern basis;
- e. The Directors have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

XVIII. MEETINGS OF BOARD OF DIRECTORS:

During the year, 8 (Eight) 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.

XIX. 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.

XX. 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, 2020 is annexed herewith as “ANNEXURE II” forming part of the report.

XXI. 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 as “ANNEXURE III” forming part of the report.

XXII. DECLARATION OF INDEPENDENT DIRECTORS:

Pursuant to section 134(3)(d) of the Companies Act, 2013, your Company confirms having received necessary continued 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.

XXIII. 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.

XXIV. ELECTRONIC VOTING:

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

XXV. 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 a policy for the performance evaluation of all Directors, the Board of Directors have 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 2019-20.

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 also has a Performance Evaluation Policy for its Independent Directors and Executive Directors which inter alia 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.

XXVI. AUDIT COMMITTEE:

In accordance with the provisions of the Listing Regulations and Corporate Governance, the Company has 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.

XXVII. 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 Committee (ICC) and no complaints of sexual harassment have been received by Internal Complaints Committees.

XXVIII. REMUNERATION 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 2019-20 (Amount in Rs.)
1.	Mr. Aneel Banwari Jain	Managing Director	1,55,000/-
2.	Mrs. Shashi Jain	Non-Executive Director	Nil
3.	Mr. Ramesh Chandra Pusola	Chief Financial Officer	3,83,076/-
4.	Ms. Kriti Goyal	Company Secretary	1,80,000/-

1. A brief write up on the Human Resource Department and initiatives taken during the year 2019-20:

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, in spite 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/Decrease
Mr. Aneel Banwari Jain	Managing Director	1,30,000/-
Mr. Ramesh Chandra Pusola	Chief Financial Officer	5,310/-
Ms. Kriti Goyal	Company Secretary	-----

XXIX. 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.

XXX. SUBSIDIARIES, JOINT VENTURE & ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Associate Company and Joint Venture companies.

XXXI. 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. 33 attached to and forming part of the Accounts and in "ANNEXURE IV" in Form AOC-2 and the same form a part of this report.

XXXII. 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.

XXXIII. RISK MANAGEMENT POLICY:

Your company has 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.

XXXIV. CORPORATE SOCIAL RESPONSIBILITY:

As the said provisions are not applicable to the company, the Company has not developed and implemented any Corporate Social Responsibility initiatives.

XXXV. NON DEPOSIT TAKING NON- BANKING FINANCIAL COMPANY:

The company being registered as a Non- Banking Financial Institution on 16th October, 2000 in terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007. Your Company is categorized as a Non-deposit taking Non- Banking Financial Company. The Company has not accepted any deposit from the Public during the year pursuant to the Provisions of Section 73 of the Companies Act, 2013.

XXXVI. 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
Date : 27th August, 2020

Aneel Jain
Chairman & Managing Director
DIN: 00030742

Management discussion and analysis

1. Industry Structure and Developments:

The Company was incorporated on 22nd September, 1992. Due to the high competition in the business of IT your company is focusing on its Finance business and to reflect the same, it has proposed to change its name for which it has received NOC from RBI.

Your Company is restructuring itself year by year with its dedicated team of professionals the company is planning to grow strength by strength in finance sector.

Your Company has finance activity and prudentially intends to continue to undertake the business of finance ahead in accordance with RBI regulations of NBFC.

In the event of the recent worldwide crisis of Covid-19 pandemic the economy as a whole has been affected however, the announcements by the Government of India of relief measures and measures to promote growth in the industry and economy, also show promise and opportunities for the company.

2. Opportunities, threats risk and concerns:

There has been no significant impact on the operations/financial position of the company on account of the outbreak of the COVID 19 pandemic and the limitations/restrictions arising there from.

Further, 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 2019-20, 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, 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
Date : 27th August, 2020

Aneel Jain
Chairman & Managing Director
DIN: 00030742

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	8	Yes	1	-	-
Mrs. Shashi Jain	Non Executive Director	Wife of Mr. Aneel Jain	8	Yes	1	-	-
Mr. Brij Kishor Gupta	Non Executive Independent Director	***	8	Yes	2	1	-
Mr. Arun Hariram Bubna	Non Executive Independent Director	***	8	Yes	1	-	-

* Excluding Directorship in Private Limited Companies.

** Represents 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:-

8 (Eight) Board Meetings were held during the year under review as against the minimum requirements of 4 meeting. The meetings were held on 01/04/2019, 29/05/2019, 12/08/2019, 09/09/2019, 27/09/2019, 07/12/2019, 20/01/2020, 06/03/2020.

The Annual General Meeting of the Company for the financial year 2018-19 was held on 30th September, 2019. The details of attendance of Directors in Board Meeting and last Annual General Meeting have been mentioned in above table.

c) Details of shares and/or convertible instruments held by Non-Executive Directors as on 31st March, 2020:-

Name of Non-Executive Director	No. of Equity Shares held	% of total share capital
Mrs. Shashi Jain	19,13,537	18.40

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.

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 a long 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.

f) Information about term of Independent Directors:-

Mr. Brij Kishor Gupta (DIN: 00225078) being the Independent Non-Executive Director was re-appointed at the 27th Annual General Meeting for a second term of five consecutive years ending at the 32nd AGM of the company to be held in the year 2024, and is not liable to retire by rotation.

Mr. Brij Kishor Gupta, aged 57 years, is a qualified chartered accountant. He has vast experience and eminent knowledge in the financial matters, accounts and has been associated with the financial sector for past several years. His experience is beneficial to the company.

Mr. Arun Bubna (DIN 08406885) is appointed as the Independent Non-Executive Director for a term of four consecutive years ending at the 31st AGM of the company to be held in the year 2023 and is not liable to retire by rotation.

Mr. Arun Hariram Bubna aged 63 years, is a Commerce Graduate with an experience of more than 30 years in the field of administration and finance. His long experience is useful to the Company.

g) Information about term of Managing Director:-

Mr. Aneel Jain (DIN: 00030742) is the Managing Director of the Company till the conclusion of 29th Annual General Meeting 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 2019-20, 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. Arun Hariram Bubna	Non Executive Independent Director	4

The Audit Committee meetings were held on 29/05/2019, 09/09/2019, 07/12/2019 and 20/01/2020.

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, if any, 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.
- 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 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. Arun Hariram Bubna	Non-Executive Independent Director	1

Mr. Arun Hariram Bubna acted 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. 1,55,000/-

Non-Executive Directors have not been paid any sitting fees for attending Board and Committee meetings and Independent Non-Executive Directors have been reimbursed out of pocket expenses.

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. Arun Hariram Bubna.
- 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.

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 has 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, 2017	Registered Office	10.00 A.M.	-----
28 th September, 2018	Registered Office	10.00 A.M.	1
30 th September, 2019	Premise No. 120, Royal Palms Estate, Goregaon (E), Mumbai -400 065.	10.00 A.M.	3

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 33 of notes to the Financial Statement.

There were 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 except a fine on the company of Rs. 37,760/- paid during the year 2018-19 for delay in uploading Annual Report for the F.Y. 2017-18 on the BSE website. There were no fines or penalties imposed during the year on the Company, its Directors and Officers.

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:-

- 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.
- Remuneration Committee: Details are given under the heading "Nomination and Remuneration Committee".
- 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; however, they are available on BSE website. 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 newspapers named "Active Times" and "Mumbai Lakshdeep".
- No presentation was made to the Institutional Investors or to the Analysts during the Financial Year 2019-2020.
- Management Discussion and Analysis Report forms a part of this Annual Report.

9) General Shareholders Information:**9.1 Annual General Meeting**

Date & Time : 30th September, 2020 at 10.00 A.M.
 Venue : Premise No. 120, Royal Palm Estate, Aarey Road, Goregaon (E), Mumbai -400 065.

9.2 Financial Calendar : 1st April 2019 to 31st March 2020

9.3 Date of Book Closure : 21.09.2020 to 30.09.2020 (both days inclusive)

9.4 Dividend Payment Date : No dividend has been recommended by the Board for the financial year 2019-2020.

9.5 Listing of Equity Shares : BSE Ltd.

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, 2019	4.30	4.09
May, 2019	4.09	4.00
June, 2019	3.89	3.70
July, 2019	4.10	3.61
August, 2019	3.92	3.92
September, 2019	4.03	3.22
October, 2019	3.75	3.23
November, 2019	3.10	2.67
December, 2019	2.54	1.95
January, 2020	1.95	1.71
February, 2020	1.80	1.80
March, 2020	1.75	1.75

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
Registered Office:
 12/1/5, Manoharpukur Road,
 Kolkata-700026
Communication Address:
 C-Wing, 209, 2nd Floor,
 Gokul Industrial Estate,
 Sagbaug, Marol Co-Op. Industrial Area,
 B/H Times Square, Andheri- (E), Mumbai-59.

9.10 Share Transfer System:

Share Transfer request received in physical form are registered within 15 days from the date of receipt. 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. Secretarial Audit Report in Form MR-3, forms a part of this report.

9.12 Shareholding Pattern as on 31st March, 2020:

Category	No. of Shares held	% of Shareholding
Promoters	58,47,801	56.23
Private- Bodies Corp.	3,47,973	3.35
Public- Individuals	41,46,281	39.87
NRI's/OCB's	7686	0.07
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 scrips 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. 1,25,325 Equity Shares of the total number of equity shares of the Company are held in physical form by the members as on 31st March, 2020.

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

Communication Address:

C-Wing, 209, 2nd Floor, Gokul Industrial Estate, Sagbaug, Marol Co-Op. Industrial Area, B/H Times Square, Andheri- (E), Mumbai-59.

ii) For any query on Annual Report

: Registered Office of the Company.

Investors Relations Cell:

Company has appointed an independent agency (RTA) 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, 2020.

Place : Mumbai
Date : 27th August, 2020

Aneel Jain
Managing Director
DIN: 00030742

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, 2020 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, 2020 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:
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. the Company adopted Ind-AS from April 1, 2019 with the transition date as April 1, 2018 and adoption was carried out in accordance with Ind-AS 101 - First time adoption of Indian Accounting Standards, Reconciliation of profit is given with Directors’ report and
 - iii. that there are no instances of fraud of which we have become aware.

RAMESH CHANDRA PUSOLA

Place: Mumbai
Date: 27th August, 2020

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, 2020 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 & ASSOCIATES**
Company Secretaries

Place : Mumbai
Date : 26th August, 2020

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 -** Not Applicable

C. Foreign exchange earnings and Outgo:-

- i. **Foreign Exchange earned in terms of actual inflows during the year - Nil**
- 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 2019- 2020

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 our 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, 2019 to 31st March, 2020** (“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, 2019 to 31st March, 2020** 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 audit period)**
 - 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 during the audit period)**
 - 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, 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 our opinion, complied with the provisions of the Companies Act, 2013 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 27th Annual General Meeting held on 30th September 2019;
- 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 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's decision is carried through and 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;
- We 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. 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. the company's 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.

Place : Mumbai
Date : 26th August, 2020

For VMS Associates
Company secretaries

V M Rathi
CP No. 20416
UDIN No. A00803B000619874

**ANNEXURE III
Form MGT – 9**

Extract of Annual Return as on the financial year ended on 31st March, 2020.
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: C-Wing, 209, 2 nd Floor, Gokul Industrial Estate, Sagbaug, Marol Co-Op. Industrial Area, B/H Times Square, Andheri- (E), Mumbai-400059.

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 Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Financial Services activity	649	100 %

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding:**

Category code	Category of Shareholder	No. of Shares held at the beginning of the year (As on 01-04-2019)				No. of Shares held at the end of the year (As on 31-03-2020)				Change In % 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	5821000	0	5821000	55.97	5847801	0	5847801	56.23	0.26
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(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)	5821000	0	5821000	55.97	5847801	0	5847801	56.23	0.26
2	Foreign									
(a)	Individuals (Non-	0	0	0	0	0	0	0	0	0

	Residents Individuals/ Foreign Individuals)									
(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)	5821000	0	5821000	55.97	5847801	0	5847801	56.23	0.26
(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	365833	0	365833	3.52	347973	0	347973	3.35	-0.17
(b)	Individuals									
i	Individual shareholders holding nominal share capital up to Rs 2 lakh	1992317	25325	2017642	19.40	1970568	25325	1995893	19.19	-0.21
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1861941	100000	1961941	18.87	1872616	100000	1972616	18.97	0.10
(c)	Any Other(specify) HUFs	175639	0	175639	1.69	177772	0	177772	1.71	0.02
(c-i)	NRI/OCB Repatriable	7686	0	7686	0.07	7686	0	7686	0.07	0.01
(c-ii)	NBFC registered with RBI	50259	0	50259	0.48	50259	0	50259	0.48	0.00
	Sub-Total (B)(2)	4453675	125325	4579000	44.03	4426874	125325	4552199	43.77	-0.26
	Total Public Shareholding (B)= (B)(1)+(B)(2)	4453675	125325	4579000	44.03	4426874	125325	4552199	43.77	0.26
	TOTAL (A)+(B)	10274675	125325	10400000	100	10274675	125325	10400000	100	-----
(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)	10274575	125435	10400000	100	10274675	125325	10400000	100	-----

(ii) Shareholding of Promoters:

Sr No	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2019)			Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)			Change in % of 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	19,13,537	18.40	Nil	19,13,537	18.40	Nil	NIL
3	Aneel Jain HUF	13,33,363	12.82	Nil	13,33,363	12.82	Nil	NIL
4	Ms. Ishu Jain	632100	6.08	Nil	6,58,901	6.34	Nil	0.26

(iii) Change in Promoters' Shareholding:

Name of Shares Holder	Shareholding at the beginning of the year (As on 01-04-2019)		Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
	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	19,13,537	18.40	19,13,537	18.40
Aneel Jain HUF	13,33,363	12.82	13,33,363	12.82
Ms. Ishu Jain	6,32,100	6.08	6,58,901	6.34
Total	58,21,000	55.97	58,47,801	56.23
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			58,47,801	56.23

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 (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18)/ end of the year (31-03-19)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Ms. Ishu Jain	6,32,100	6.08	01/04/2018				
				12/09/2019	6,500	Purchase of shares	6,38,600	6.14
				13/09/2019	1,600	Purchase of shares	6,40,200	6.16
				18/09/2019	1,000	Purchase of shares	6,41,200	6.17
				19/09/2019	1,000	Purchase of shares	6,42,200	6.18
				20/09/2019	1,200	Purchase of	6,43,400	6.19

					shares		
			24/09/2019	503	Purchase of shares	6,43,903	6.19
			26/09/2019	1,500	Purchase of shares	6,45,403	6.21
			30/09/2019	1,000	Purchase of shares	6,46,403	6.22
			11/12/2019	598	Purchase of shares	6,47,001	6.22
			12/12/2019	2,200	Purchase of shares	6,49,201	6.24
			13/12/2019	500	Purchase of shares	6,49,701	6.25
			19/12/2019	5,000	Purchase of shares	6,54,701	6.30
			20/12/2019	4,200	Purchase of shares	6,58,901	6.34
		6,58,901	6.34	31/03/2019			

(iv) 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 01.04.2019		Cumulative Shareholding end of the year 31.03.2020	
		No. Of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Subramanian P	6,77,993	6.52	0	0
2	Sangeetha S	0	0	6,77,993	6.52
3	Upsurge Investment & Finance Ltd	1,51,391	1.45	1,52,391	1.47
4	Mayank Goyal	96,416	0.93	1,18,587	1.14
5	Jawahar V. Sihvmath	1,02,656	0.99	1,02,656	0.99
6	Shweta Vinod Motwani	1,00,000	0.96	1,00,000	0.96
7	Gurbuk Gyanchand Motwani	1,00,000	0.96	1,00,000	0.96
8	Ajeet Singh Khurana	94,012	0.90	94,012	0.92
9	Girish Arora	1,00,000	0.96	85,000	0.82
10	Sujata Girish Arora	79,190	0.76	79,190	0.76
11	Anupama Suresh Motwani	75,779	0.72	75,779	0.72

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

(v) Shareholding Pattern of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		No. of Shares at the beginning (01-04-19) / end of the year (31-03-20)	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	DIRECTORS:							
1	Mr. Aneel	19,42,000	18.67	01/04/2019	---	Not	19,42,000	18.67

	Jain Chairman & Managing Director	19,42,000	18.67	31/03/2020		Applicable		
2	Mrs. Shashi Jain Non- Executive Director	19,13,537 19,13,537	18.40 18.40	01/04/2019 31/03/2020	---	Not Applicable	19,13,537	18.40
B	KEY MANAGERIAL PERSONNEL:							
1	Mr. Ramesh Chandra Pusola Chief Financial Officer	10 10	0.00 0.00	01/04/2019 31/03/2020	---	Not Applicable	10	0.00

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	20,35,789/-	72,00,000/-	----	92,35,789
ii) Interest due but not paid	----	----	----	----
iii) Interest accrued but not due	43,037/-	----	----	43,037/-
Total (i+ii+iii)	20,78,826/-	72,00,000/-	----	92,78,826/-
Change in Indebtedness during the financial year				
Addition	1,24,34,304/-	15,55,000/-	----	1,39,89,304/-
Reduction	1,44,70,093/--	87,55,000/-	----	2,32,25,093/-
Net Change	---	---	----	---
Indebtedness at the end of the financial year				
i) Principal Amount	---	---	----	---
ii) Interest due but not paid	---	---	----	---
iii) Interest accrued but not due	---	---	----	---
Total (i+ii+iii)	---	---	----	---

VII. 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	1,55,000/-	1,55,000/-
	(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)	1,55,000/-	1,55,000/-
	Ceiling as per the Act	84,00,000/-	84,00,000/-

B. Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Brij Kishor Gupta	Mr. Arun Bupna	
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others - Reimbursement of out of pocket expenses	50,000/-	24,000/-	74,000/-
	Total (1)	50,000/-	24,000/-	74,000/-
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	N.A.	NA	--

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

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	3,83,076/--	1,80,000/-	5,63,076/-
	(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	3,83,076/-	1,80,000/-	5,63,076/-

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNEXURE IV
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

1. Loan Taken and Repaid:

- (a) Name(s) of the related party and nature of relationship:
 - i. Mr. Aneel Jain: Chairman & Managing Director
- (b) Nature of contracts/arrangements/transactions:
 - Company had taken a loan and repaid a loan from / to Mr. Aneel Jain.
- (c) Duration of the contracts/arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Company took a loan of Rs. 15,55,000/- from Mr. Aneel Jain during the year & repaid total Rs. 87,55,000/- (incl. previous loan of Rs. 72,00,000/-) to Mr. Aneel Jain, there is no outstanding loan as on 31.03.2020.
- (e) Date(s) of approval by the Board, if any: N.A.
- (f) Amount paid as advances, if any: Nil

Place : Mumbai
Date : 27th August, 2020

Aneel Jain
Managing Director
DIN: 00030742

INDEPENDENT AUDITORS' REPORT**To the Members of Indo-City Infotech Limited,****Opinion**

We have audited the Ind AS financial statements of Indo-City Infotech Limited (the 'Company'), which comprise the balance Sheet as at March 31, 2020, the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and the cash flow Statement for the year then ended and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the accompanying Ind AS financial statements give the information required by the Companies Act, 2013 ("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, 2020, and its loss and other comprehensive income, changes in equity and its cash flow for the year ended on March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in the report.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT
To the Members of Indo-City Infotech Limited,
Report on the Financial Statements

Responsibility of Management for the Financial Statements

The Company's management and 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 Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if

INDEPENDENT AUDITORS' REPORT

To the Members of Indo-City Infotech Limited,
Report on the Financial Statements

such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial information of the Company for the year ended March 31, 2019 and the transition date opening balance sheet as at April 1, 2018 included in these standalone Ind-AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2019 and March 31, 2018 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us for the year ended March 31, 2019, on which we expressed an unmodified opinion dated May 29, 2019 and audited by another firm of chartered accountants for the year ended March 31, 2018, who expressed an unmodified opinion dated May 30, 2018 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind-AS have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. 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 A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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;

INDEPENDENT AUDITORS' REPORT
To the Members of Indo-City Infotech Limited,
Report on the Financial Statements

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 B**;
- (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
- (h) 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, 2020 which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2020.
 - (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, 2020.

For Tibrewal Chand & Co.
Chartered Accountants
Firm Registration Number: 311047E

Place : Mumbai
Date : May 16, 2020

Yogesh Fatehpuria
Partner
Membership Number: 165884
UDIN : 20165884AAAAAF2011

Annexure A to Independent Auditors' Report

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Indo-City Infotech Limited

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (b) The property, plant and equipment 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 property, plant and equipment schedule of the financial statements are held in the name of the company.
- ii. The Company has inventory of shares and securities and the same have been verified from the demat statements by the management during the year.
- 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 generally regular in depositing undisputed statutory dues in respect of income-tax, service-tax and goods and service tax and other undisputed statutory dues, including provident fund, employee's state insurance, sales-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, duty of customs, goods and service tax, duty of excise, 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.

Annexure A to Independent Auditors' Report

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Indo-City Infotech Limited

- 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 Indian Accounting Standard (Ind AS) 24, 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 NBFI.

For Tibrewal Chand & Co.
Chartered Accountants
Firm Registration Number: 311047E

Yogesh Fatehpuria
Partner
Membership Number: 165884
UDIN : 20165884AAAAAF2011

Place : Mumbai
Date : May 16, 2020

Annexure B to Independent Auditors' Report

Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Indo-City Infotech Limited

Report on the Internal Financial Controls with reference to the aforesaid Standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting with reference to the Ind AS financial statements of Indo-City Infotech Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting with reference to the Ind AS financial statements 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 which were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these financial statements 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 with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

6. A company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements includes those policies and procedures that:

Annexure B to Independent Auditors' Report

Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Indo-City Infotech Limited

Page 2 of 2

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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 authorisations of management and directors of the company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to these Financial Statements

7. Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements 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, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2020, 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 Tibrewal Chand & Co.
Chartered Accountants
Firm Registration Number: 311047E

Place: Mumbai
Date: May 16, 2020

Yogesh Fatehpuria
Partner
Membership Number: 165884
UDIN :20165884AAAAAF2011

INDO-CITY INFOTECH LIMITED
BALANCE SHEET AS AT MARCH 31, 2020

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
I ASSETS				
1. Non Current Assets				
(a) Property, Plant and Equipment	3	61,38,340	62,47,308	61,27,516
(b) Financial Assets				
(i) Investments	4	1,66,42,237	3,26,33,967	4,35,62,752
(ii) Others Financial Assets	5	75,02,000	64,82,019	53,84,796
(c) Deferred Tax Assets	6	26,50,898	3,14,357	3,48,011
		3,29,33,475	4,56,77,651	5,54,23,075
2. Current Assets				
(a) Inventories	7	1	58,85,205	77,02,494
(b) Financial Assets				
(i) Trade Receivables	8	28,61,931	11,88,822	11,82,249
(ii) Cash and Cash Equivalents	9	5,36,747	3,18,047	2,40,665
(iii) Other Bank Balances other than (ii) above	10	1,18,02,712	1,70,08,443	2,48,84,745
(iv) Loans	11	6,89,23,622	6,22,06,357	5,48,66,115
(c) Others Current Assets	12	4,24,133.00	6,99,966	3,27,799
		8,45,49,146	8,73,06,840	8,92,04,067
Total Assets		11,74,82,621	13,29,84,491	14,46,27,142
II EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	13	10,40,00,000	10,40,00,000	10,40,00,000
(b) Other Equity	14	1,32,95,150	1,95,74,607	3,02,33,586
		11,72,95,150	12,35,74,607	13,42,33,586
LIABILITIES				
2. Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	-	92,78,826	1,02,35,602
(b) Provisions	16	1,06,200	56,858	67,446
(b) Other Current Liabilities	17	81,271	74,200	90,508
		1,87,471	94,09,884	1,03,93,556
Total Equity and Liabilities		11,74,82,621	13,29,84,491	14,46,27,142

Summary of Significant Accounting Policies

2

The notes referred to above are an integral part of the financial statements

As per our report of the even date.

For Tibrewal Chand & Co.
Chartered Accountants
Firm's Registration No. : 311047E

For and on behalf of the Board of Directors

Yogesh Fatehpuria
Partner
Membership No. : 165884

Aneel Jain
Managing Director
DIN : 00030742

Shashi Jain
Director
DIN : 00103505

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra
Chief Financial Officer

Kriti Goyal
Company Secretary

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

INDO-CITY INFOTECH LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rs.)

Particulars	Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I Revenue			
Revenue from Operations	18	1,54,36,972	3,02,94,605
Other Income	19	11,87,370	18,53,339
Total Income		1,66,24,342	3,21,47,944
II Expenses			
Purchase of Stock-In-Trade	20	57,66,546	2,68,79,335
Changes in Inventories of Stock-In-	21	58,85,204	18,17,289
Employee Benefits Expenses	22	16,32,299	14,27,438
Finance Costs	23	1,97,721	2,03,164
Depreciation and Amortization Exp	3	1,08,968	1,16,208
Other Expenses	24	1,15,79,024	1,22,95,835
Total Expenses		2,51,69,762	4,27,39,269
III Profit before tax (I- II)		(85,45,420)	(1,05,91,325)
IV Less: Tax Expense:			
Current Tax		65,000	34,000
Prior Year Tax Adjustments		5,578	-
Deferred Tax		(23,36,541)	33,654
Total Tax Expense		(22,65,963)	67,654
V Profit for the Year (III-IV)		(62,79,456)	(1,06,58,979)
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		-	-
Tax Effect on above		-	-
Other Comprehensive Income for the year, net of tax		-	-
VII Total Comprehensive Income for the year (V+VI) (Comprising		(62,79,456)	(1,06,58,979)
VIII Earnings Per Equity Share (Face			
Basic and Diluted (INR)	25	(0.60)	(1.02)
Summary of Significant Accounting	2		

The notes referred to above are an integral part of the financial statements

As per our report of

For Tibrewal Chand & Co.
Chartered Accountants
Firm's Registration No. : 311047E

For and on behalf of the Board of Directors

Yogesh Fatehpuria
Partner
Membership No. : 165884

Aneel Jain
Managing Director
DIN : 00030742

Shashi Jain
Director
DIN : 00103505

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra Pusola
Chief Financial Officer

Kriti Goyal
Company Secretary

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

INDO-CITY INFOTECH LIMITED
AUDITED CASH FLOW STATEMENT FOR THE HALF YEAR ENDED MARCH 31, 2020

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A. Cash flow from operating activities		
Net profit before taxation	(85,45,419)	(1,05,91,325)
Adjustments for:		
Depreciation and Amortization Expense	1,08,968	1,16,208
Loss on sale of investments	4,80,727	34,000
Interest on working capital loans	1,97,721	2,03,164
Dividend Income	(2,22,000)	(1,29,000)
Net Loss on fair value changes	88,54,730	1,08,94,785
Interest Income	(9,21,104)	(17,24,339)
Operating profit/ (loss) before working capital changes	(46,377)	(11,96,507)
Adjustments for changes in working capital:		
(Increase)/decrease in trade receivables	(16,73,109)	(6,573)
(Increase)/decrease in Inventories	58,85,204	18,17,289
Increase/(decrease) in other current liabilities	7,071	(16,308)
(Increase)/decrease in long-term loans and advances	(67,17,265)	(73,40,242)
(Increase)/decrease in Short-term loans and advances	(1,72,200)	-
(Increase)/decrease in other current assets	(10,19,981)	(10,97,223)
Increase/(decrease) in short term borrowings	(92,78,826)	(9,56,776)
Increase/(decrease) in trade payables	-	-
Increase/(decrease) in short term provisions	49,342	(10,588)
Net Cash used in operations	(1,29,66,141)	(88,06,928)
Less: Income taxes paid (net of refund received)	(3,77,455)	(4,06,167)
Net cash used in operating activities	(1,25,88,686)	(92,13,095)
B. Cash flow from investing activities		
Acquisition of fixed assets including capital work-in-progress and capital (Investment in)/ realisation of Fixed Deposits and Margin Money	-	(2,36,000)
Proceeds from investments (net)	71,37,000	-
Loss on sale of Investments	(4,80,727)	-
Interest received on Fixed deposits	9,21,104	17,24,339
Dividend Income	2,22,000	1,29,000
Net cash used from investing activities	77,99,377	16,17,339
C. Cash flow from financing activities		
Interest paid on loans	(1,97,721)	(2,03,164)
Net cash used in financing activities	(1,97,721)	(2,03,164)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(49,87,030)	(77,98,920)
Opening cash and cash equivalents	1,73,26,490	2,51,25,410
Closing cash and cash equivalents	1,23,39,460	1,73,26,490

Note : The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows

For Indo-City Infotech Ltd

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra Pusola
CFO

For Tibrewal Chand & Co.
Chartered Accountants
Firm's Registration No. : 311047E

For and On behalf of the Board of Directors

Yogesh Fatehpuria
Partner
Membership No. : 165884

Aneel Jain
Managing Director
DIN : 00030742

Shashi Jain
Director
DIN : 00103505

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra Pusola
Chief Financial Officer

Kriti Goyal
Company Secretary

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

INDO-CITY INFOTECH LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A : Equity Share Capital (Equity shares of Rs. 10/- each issued, subscribed and fully paid)

Particulars	Note No.	Numbers	Amount in Rs.
Balance as at the April 1, 2018		1,04,00,000	10,40,00,000
Changes in equity share capital during the year 2018-19		-	-
Balance as at March 31, 2019	13	1,04,00,000	10,40,00,000
Changes in equity share capital during the year 2019-20		-	-
Balance at the March 31, 2020	13	1,04,00,000	10,40,00,000

B Other Equity

(Amount In Rs.)

Particulars	Note No.	Reserve and Surplus			Total Other Equity
		Securities Premium Reserve	Retained Earnings	Reserve Fund as per Section 45-IC (1) of Reserve Bank of India Act, 1934	
Balance as at April 1, 2018	14	2,05,54,000	95,77,421	1,02,165	3,02,33,586
Total Comprehensive income for the year		-	-	-	-
Profit for the year		-	(1,06,58,979)	-	(1,06,58,979)
Other Comprehensive Income		-	-	-	-
Transfer to Reserve Fund As per Section 45-IC (1) of Reserve Bank of India Act, 1934		-	(47,161)	-	(47,161)
Transfer from Retained Earning for the year		-	-	47,161	47,161
Balance as at March 31, 2019	14	2,05,54,000	(11,28,719)	1,49,326	1,95,74,607
Total Comprehensive income for the year		-	-	-	-
Profit for the year		-	(62,79,457)	-	(62,79,457)
Other Comprehensive Income		-	-	-	-
Transfer to Reserve Fund As per Section 45-IC (1) of Reserve Bank of India Act, 1934		-	-	-	-
Transfer from Retained Earning for the year		-	-	-	-
Balance as at March 31, 2020	14	2,05,54,000	(74,08,176)	1,49,326	1,32,95,150

The notes referred to above are an integral part of the financial statements.

As per our report of the even date.

For Tibrewal Chand & Co.

Chartered Accountants

Firm's Registration No. : 311047E

For and on behalf of the Board of Directors

Yogesh Fatehpuria
Partner
Membership No. : 165884

Aneel Jain
Managing Director
DIN : 00030742

Shashi Jain
Director
DIN : 00103505

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra Pusola
Chief Financial Officer

Kriti Goyal
Company Secretary

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

INDO-CITY INFOTECH LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020.****Note 1: Company Overview**

Indo-City Infotech Limited (the "Company") is a Public Limited Company domiciled in India and incorporated on September 22, 1992 under the provisions of Companies Act, 1956. The Company is engaged in the business of NBFC. The equity shares of the Company were listed on BSE Limited.

Note 2 : Summary of Significant Accounting Policies**A. Basis of preparation of financial statements****(i) Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements up to year ended March 31, 2019 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind-AS. The Company has adopted all the Ind-AS standards and the adoption was carried out in accordance with Ind-AS 101 "First time adoption of Indian Accounting Standards". The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition have been summarized in Reconciliation statement .

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Basis of measurement

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities (including derivative instruments) are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;
- defined benefit plans- plan assets measured at fair value

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(iv) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupee, except when otherwise stated.

B. Use of estimates:

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. Critical accounting estimates

(i) Income taxes

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

(ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. They are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(ii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 26-28 for further disclosures.

D. Property, Plant and Equipment:

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Subsequent to

recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight-line method ("SLM"). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Estimated useful lives
Computers and Printers, including Computer Peripherals (including server and networking)	3 -6 years
Office Equipments	5 years
Furniture and Fixtures	10 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

Transition to Ind AS

On transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2018 measured as per the previous GAAP as the deemed cost of the property, plant and equipment.

E. Intangible Assets

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets in case of computer software are amortised on straight-line basis over a period of 4 years, based on management estimate. The amortization period and the amortisation method are reviewed at the end of each financial year.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

F. Impairment of Non-Financial Assets

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. An impairment loss is recognized in the profit or loss. 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. A reversal of an impairment loss is recognised immediately in profit or loss.

G Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories

Financial Assets at amortised cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive

income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Investment in subsidiaries is carried at cost in the financial statements.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans,

deposits, trade receivables and bank balance;

- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an

analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognised in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity.

All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts

are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

H. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

I. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

J. Recognition of Revenue

Income from Securities :

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

Interest Income on Long Term Loans

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

K. Other Income

Dividend: Dividend income is recognized when right to received 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 share and securities are accounted for when the investment is sold on the day of settlement of transaction.

L. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) 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 a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

M. Accounting for Taxation of Income

(i) Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

(ii) Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have

been enacted or substantively enacted at the reporting date.

N. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

O. Foreign Currency-Transactions and Balances

The Company's functional currency is INR and accordingly, the financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

P. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or

production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

Q. Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

R. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

S. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

T. Segment Reporting

The Company has only finance income. Accordingly, the Company does not have separate reportable business segment for the quarter and year ended March 31, 2020.

Note :: Reconciliations Between Previous GAAP and Ind-AS.

The following reconciliations provides the effect of transition to Ind-AS from IGAAP in accordance with Ind-AS 101:

A. Equity as at beginning of April 1, 2018

B. Equity as at March 31, 2019

C. Net profit for the year ended March 31, 2019

D. Cash flows for the year ended March 31, 2019

A. Reconciliation of equity as at beginning of April 1, 2018 (date of transition to Ind-AS)

(Amount in Rs.)

Paticulars	Indian GAAP	Effects of Transition to IND-AS	Ind-AS
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	61,27,516	-	61,27,516
(b) Financial Assets			
(i) Non Current Investments	4,35,62,752	(1,09,28,785)	3,26,33,967
(i) Others Financial Assets	53,84,796	-	53,84,796
(c) Deffered Tax Assets	3,48,011	31,94,443	35,42,454
	5,54,23,075	(77,34,342)	4,76,88,733
2. Current Assets			
(a) Inventories	77,02,494		77,02,494
(b) Financial Assets			
(i) Trade Receivables	11,82,249	(1,25,319)	10,56,931
(ii) Cash and Cash Equivalents	2,40,665		2,40,665
(iii) Other Bank Balances other than (ii) above	2,48,84,745		2,48,84,745
(iv) Loans	5,48,66,115		5,48,66,115
(c) Other Current Assets	3,27,799		3,27,799
	8,92,04,067	(1,25,319)	8,90,78,748
Total Assets	14,46,27,142	(78,59,660)	13,67,67,481
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10,40,00,000		10,40,00,000
(b) Other Equity	3,02,33,586	(78,59,661)	2,23,73,925
	13,42,33,586	(78,59,661)	12,63,73,925
LIABILITIES			
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1,02,35,602		1,02,35,602
(ii) Provisions	67,446		67,446
(b) Other Current Liabilities	90,508		90,508
	1,03,93,556		1,03,93,556
Total Equity and Liabilities	14,46,27,142	(78,59,661)	13,67,67,481

Notes :

1. Investment - Non Current Financial Assets :

Under Indian GAAP, the Company has valued invstment as per the cost incurred by the company. Under Ind-AS, Investments are valued as fair market value as on the date of valuation. Accordingly effect of the same has been effected by reducing Investment value by Rs. 1,09,28,785/- and increase in deffered tax assets Rs. 28,14,162/-and decrease in other equity to that extent.

2. Trade Receivables

Under Indian GAAP, the Company has created provision for impairment of trade receivables consists only in respect of specific amount for incurred losses. Under Ind-AS, impairment allowance has been determined based on Expected Credit Loss model (ECL). Accordingly effect of same has been effected by decrease in Trade receivables by Rs. 1,25,319/- and increase in Deffered tax Liability Rs. 32,320/- and decrease in other equity to that extent.

B. Reconciliation of equity as at March 31,2019

(Amount In Rs.)

Paticulars	Indian GAAP	Effects of Transition to IND-AS	Ind-AS
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	62,47,308	-	62,47,308
(b) Financial Assets			
(i) Non Current Investments	4,35,28,752	(1,08,94,785)	3,26,33,967
(ii) Others Financial Assets	64,82,019	-	64,82,019
(c) Deferred Tax Asses	3,14,357	28,31,572	31,45,929
	5,65,72,436	(80,63,213)	4,85,09,223
2. Current Assets			
(a) Inventories	58,85,205		58,85,205
(b) Financial Assets			
(i) Trade Receivables	11,88,822	(1,25,319)	10,63,504
(ii) Cash and Cash Equivalentts	3,18,047	-	3,18,047
(iii) Other Bank Balances other than (ii) above	1,70,08,443	-	1,70,08,443
(iv) Loans	6,22,06,357	-	6,22,06,357
(c) Other Current Assets	6,99,966	-	6,99,966
	8,73,06,840	(1,25,319)	8,71,81,522
Total Assets	14,38,79,276	(81,88,531)	13,56,90,745
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10,40,00,000		10,40,00,000
(b) Other Equity	3,04,69,392	(81,88,531)	2,22,80,861
	13,44,69,392	(81,88,531)	12,62,80,861
LIABILITIES			
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	92,78,826	-	92,78,826
(ii) Provisions	56,858	-	56,858
(b) Other Current Liabilities	74,200	-	74,200
	94,09,884	-	94,09,884
Total Equity and Liabilities	14,38,79,276	(81,88,531)	13,56,90,745

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the Notes :

1. Investment - Non Current Financial Assets :

Under Indian GAAP, the Company has valued investmt as per the cost incurred by the company. Under Ind-AS, Investments are valued as fair market value as on the date of valuation. Accordingly effect of the same has been effected by reducing Investment value Rs. 1,08,94,785/- and increase in deffered tax assets Rs. 20,96,435/- and decrease in other equity to that extent.

2. Trade Receivables

C. Reconciliation of Total Comprehensive income for the year ended March 31, 2019.

Paticulars	Indian GAAP	Effects of Transition to IND-AS	Ind-AS
I REVENUE			
Revenue from Operations	3,02,94,605	-	3,02,94,605
Other Income	18,53,339	-	18,53,339
Total Revenue	3,21,47,944.00	-	3,21,47,944
II EXPENSES			
Purchase of Stock-in-trade	2,68,79,335	-	2,68,79,335
Changes in inventories of Stock-in-trade	18,17,289	-	18,17,289
Employee Benefits Expenses	14,27,438	-	14,27,438
Finance Costs	2,03,164	-	2,03,164
Depreciation and Amortization Expense	1,16,208	-	1,16,208
Loan Provisions /written Off	34,758	-	34,758
Other Expenses	13,66,292	10894785	1,22,61,077
TOTAL	3,18,44,484	10894785	4,27,39,269
III Profit Before Tax (I - II)	3,03,459.71	1,10,20,103.00	-1,07,16,643.29
IV Tax Expense:			
Current Tax	34000	0	34000
Deferred Tax	33654	2831572	2865226
V Profit for the year (III-IV)	2,35,806	1,38,51,675	-1,36,15,869

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the

D. Impact of Ind-AS on the statement of cash flows for the year ended March 31, 2019.

Paticulars	Indian GAAP	Effects of Transition to IND-AS	Ind-AS
Net cash flow from the operating activities	-8127319	81,88,532	61,213
Net cash flow from the investing activities	9364641	125319	9239322
Net cash flow from the financing activities	-1159940	80,63,213	-9223153
Net increase /(decrease) in cash and cash equivalents	77382	1,63,77,064	77,382
Cash and Cash Equivalents at April 1, 2018	2,40,665		240665
Cash and Cash Equivalents at March 31, 2019	3,18,047		3,18,047

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose

1. Net Cash Flow from the Operating Activities :

2. Net Cash Flow from the Investing activities :

Under Ind-AS, impairment allowance has been determined based on Expected Credit Loss model (ECL) on trade

3. Net Cash Flow from the Financing Activies :

Changes in Investment as per the fair market value and trade receivables as ECL affected cash flow from financing

NOTE 3 : PROPERTY, PLANT & EQUIPMENT

(Amount in Rs.)

Paticulars	Land & Building	Air Conditioner	Computer	Furniture & Fixtures	Office Equipments	Total	Capital Work in- Progress
Gross Carrying Amount As at April 1, 2018	57,17,339	2,75,940	3,14,033	39,50,240	4,76,602	1,07,34,154	-
Additons / Transfer	2,36,000	-	-	-	-	2,36,000	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2019	59,53,339	2,75,940	3,14,033	39,50,240	4,76,602	1,09,70,154	-
Additons / Transfer	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2020	59,53,339	2,75,940	3,14,033	39,50,240	4,76,602	1,09,70,154	-
Accumulated depreciation as at 1st April 2018	-	2,75,940	3,00,987	37,50,204	2,79,507	46,06,638	-
Depreciaton charge during the year	-	-	-	50,829	65,379	1,16,208	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-
As at March 31, 2019	-	2,75,940	3,00,987	38,01,033	3,44,886	47,22,846	-
Depreciaton charge during the year	-	-	-	43,589	65,379	1,08,968	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-
As at March 31, 2020	-	2,75,940	3,00,987	38,44,622	4,10,265	48,31,814	-
Net Carrying amount as at March 31, 2020	59,53,339	-	13,046	1,05,618	66,337	61,38,340	-
Net Carrying amount as at March 31, 2019	59,53,339	-	13,046	1,49,207	1,31,716	62,47,308	-
Net Carrying amount as at April 1, 2018	57,17,339	-	13,046	2,00,036	1,97,095	61,27,516	-

NOTE : INTANGIBLE ASSETS

Paticulars	Webportal (Refer Note below)
Gross Carrying Amount As at April 1, 2018	19,22,000
Additons / Transfer	-
Disposals	-
As at March 31, 2019	19,22,000
Additons / Transfer	-
Disposals	-
As at March 31, 2020	19,22,000
Accumulated depreciation as at 1st April 2018	19,22,000
Depreciaton charge during the year	-
Accumulated depreciation on deletions	-
As at March 31, 2019	19,22,000
Depreciaton charge during the year	-
Accumulated depreciation on deletions	-
As at March 31, 2020	19,22,000
Net Carrying amount as at March 31, 2020	-
Net Carrying amount as at March 31, 2019	-
Net Carrying amount as at April 1, 2018	-

Note:

Webportal has been amortised fully on a straight line basis over their estimated useful lives of 4 years, in the previous year. The useful life was determined based on the period over which future economic benefits were estimated to be received by use of the Webportal

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

NOTE 4 : INVESTMENTS

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade Investments (Valued at cost unless stated otherwise)			
a) Unquoted Investments in Equity instruments:			
In Associate Companies:			
2,14,000 (March 31, 2019: 2,63,091, April 1, 2018: 2,63,091) Shares of Rs. 10 each in ABJ Developers Private Limited fully paid up.	71,36,214	2,01,15,546	2,80,00,000
70,285 (March 31, 2019: 70,285, April 1, 2018 : 70,285) Shares of Rs. 10 each of Times Growth Securities Limited	9,97,252	40,10,408	70,28,500
In Others:			
25 (March 31, 2019: 25, April 1, 2018 : 25) Shares of Rs. 10 each in The Bharat Co-Operative Bank Limited fully paid up	8,771	8,013	252
2,00,000 (March 31, 2019: 2,00,000, April 1, 2018 : 2,00,000) Shares of Rs. 10 each in Avon Corporations Limited fully paid up	-	-	34,000
	81,42,237	2,41,33,967	3,50,62,752
b) Unquoted Investments in Preference Shares:			
7,00,000 (March 31, 2019 : 7,00,000, April 1, 2018 : 7,00,000) 0.1% Redeemable Cumulative and Non convertible Preference Share series - 'A' of Rs. 10 each in Honest Derivatives Private Limited	70,00,000	70,00,000	70,00,000
1,50,000 (March 31, 2019 : 1,50,000, April 1, 2018 : 1,50,000) Redeemable Cumulative, Non Convertible Series A Preference Share of Rs. 10 each in Shri Tradco Decsan Private Limited)	15,00,000	15,00,000	15,00,000
	85,00,000	85,00,000	85,00,000
Total	1,66,42,237	3,26,33,967	4,35,62,752

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April, 1 2018
Aggregate Book value of:			
Unquoted fully paid up Investments	1,66,42,237	3,26,33,967	4,35,62,752

NOTE 5: OTHER FINANCIAL ASSETS :

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Interest Accrued on:			
Fixed Deposits with Banks	1,07,473	5,21,196	7,38,429
Long-Term Loans to Others	73,94,527	59,60,823	46,46,367
Total	75,02,000	64,82,019	53,84,796

NOTE 6 : DEFERRED TAX ASSETS (NET)

The major components of deferred tax assets as recognized in the financial statements is as follows:

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred Tax Assets			
On difference between book balance and tax balance of fixed assets	26,50,898	3,14,357	3,48,011
Net	26,50,898	3,14,357	3,48,011

NOTE 7 : INVENTORIES

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Equity Shares	1	58,85,205	77,02,494
Total	1	58,85,205	77,02,494

NOTE 8: TRADE RECEIVABLES

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade Receivables Considered good - Secured	-	-	-
Trade Receivable Considered good - Unsecured	30,98,381	11,88,822	11,82,249
Less: Allowance for credit loss	(2,36,450)	-	-
Total	28,61,931	11,88,822	11,82,249

Note : The above dues of Rs. 1,182,249 are outstanding from a party, 'AWS Garments LLC' and are covered by guarantee of Mr. Vipin Rajendra Agarwal. The company had entered into an agreement dated March 7, 2016 with the guarantor, wherein the liability of the guarantor would be irrevocable without any dispute, claim and litigation. Accordingly, the company has filed suit in June 2017 in Bombay High Court against the guarantor Mr. Vipin Rajendra Agarwal for the payments due from importer 'AWS Garment LLC'. Hence, the company is confident to recover its dues and therefore, no provision for the same has been made.

NOTE 9: CASH AND CASH EQUIVALENTS

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash and Cash Equivalent			
Cash on Hand	2,05,731	2,93,664	1,90,962
Bank Balances in:			
-In current accounts	3,31,016	24,383	49,703
Total	5,36,747	3,18,047	2,40,665

NOTE 10: OTHER BANK BALANCE

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Other Bank Balances			
Fixed Deposits with maturity period of more than 3 months but less than 12 [Includes fixed deposits of Rs.1,19,10,757 (as at March 31, 2019 Rs. 1,70,08,443, April 1, 2018 of Rs.1,28,84,745) under lien against overdraft facility/ bank guarantee]	1,18,02,712	1,70,08,443	2,48,84,745
	-	-	-
Total	1,18,02,712	1,70,08,443	2,48,84,745

NOTE 11 : LOANS

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2019
Secured, considered good			
Loans to Other Parties	-	-	-
Less : Statutory Provisions on Standard Assets	-	-	-
	-	-	-
Unsecured, considered good			
Security Deposits	30,000	30,000	30,000
	30,000	30,000	30,000
Loan Receivables considered good - Unsecured	6,92,00,000	6,24,50,000	5,50,75,000
Less : Statutory Provision on Standard Assets	3,06,378	(2,73,643)	(2,38,885)
	6,88,93,622	6,21,76,357	5,48,36,115
Sub-classification of Loans			
Loan Receivables considered good - Secured	-	-	-
Loan Receivables considered good - Unsecured	6,88,93,622	6,21,76,357	5,48,36,115
Loan Receivables Which have significant increase in Credit Risk	-	-	-
Loan Receivables - Credit Impaired	-	-	-
Total	6,89,23,622	6,22,06,357	5,48,66,115

NOTE 12 : OTHER CURRENT ASSETS

Particulars	(Amount in Rs.)		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured, considered good			
Advances	1,72,200	-	-
TDS receivable (Net of provision for Taxation)	2,51,933	6,99,966	3,27,799
Total	4,24,133	6,99,966	3,27,799

NOTE 13 : SHARE CAPITAL

(Amount in Rs.)

Particulars	As at	As at	As at
	March 31, 2020	March 31, 2019	April 1, 2018
Authorised Capital 1,07,50,000 (March 31, 2019: 1,07,50,000, April 1, 2018 1,07,50,000) Equity Shares of Rs. 10 each	10,75,00,000	10,75,00,000	10,75,00,000
Issued, Subscribed and Paid up 1,04,00,000 (March 31, 2019: 1,04,00,000, April 1, 2018 1,04,00,000) Equity Shares of Rs.10 each fully paid up	10,40,00,000	10,40,00,000	10,40,00,000
Total	10,40,00,000	10,40,00,000	10,40,00,000

i) 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.

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

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
No. of shares at the beginning of the year	1,04,00,000	10,40,00,000	1,04,00,000	10,40,00,000	1,04,00,000	10,40,00,000
Add: shares issued during the year	-	-	-	-	-	-
No. of shares at the end of the year	1,04,00,000	10,40,00,000	1,04,00,000	10,40,00,000	1,04,00,000	10,40,00,000

iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Number of shares	Percentage of shareholding	Number of shares	Percentage of shareholding	Number of shares	Percentage of shareholding
Aneel Banwari Jain	19,42,000	18.67	19,42,000	18.67	19,42,000	18.67
Shashi Aneel Jain	19,13,537	18.40	18,09,905	17.40	18,09,905	17.40
Aneel Jain HUF	13,33,363	12.82	13,00,000	12.50	13,00,000	12.50
Ishu Jain	6,58,901	6.34	6,00,000	5.77	6,00,000	5.77
Sangeeta S	6,77,993	6.52	-	-	-	-
Subramaniam P.	-	-	6,77,993	6.52	6,77,993	6.52

NOTE 14 : OTHER EQUITY

(Amount in Rs.)

Particulars	As at	As at	As at
	March 31, 2020	March 31, 2019	April 1, 2018
Securities Premium Reserve			
Opening Balance	2,05,54,000	2,05,54,000	2,05,54,000
Add: Additions during the year	-	-	-
Closing Balance	2,05,54,000	2,05,54,000	2,05,54,000
Surplus in the Statement of Profit and Loss			
Opening Balance	(11,28,719)	95,77,421	92,99,017
Add: Profit/(Loss) for the year	(62,79,457)	(1,06,58,979)	3,48,005
Less : Transfer to Reserve Fund under Section 45 -IC (1) of Reserve Bank of India Act,1934	-	(47,161)	(69,601)
Closing Balance	(74,08,176)	(11,28,719)	95,77,421
Reserve Fund as per Section 45-IC (1) of Reserve Bank of India Act, 1934			
Opening Balance	1,49,326	1,02,165	32,564
Add.: Amount transferred from Surplus balance in the Statement of Profit and Loss.	-	47,161	69,601
	1,49,326	1,49,326	1,02,165
Grand Total	1,32,95,150	1,95,74,607	3,02,33,586

NOTE 15 : BORROWINGS

(Amount in Rs.)

Particulars	As at	As at	As at
	March 31, 2020	March 31, 2019	April 1, 2018
Secured Loans (Refer Note Below- 1)			
Bank Overdraft from The Bharat Co-operative Bank (Mumbai) Limited	-	20,78,826	1,02,35,602
On expenditure deferred in the books but allowable for tax purposes	-	-	-
On items included in Reserves and surplus pending amortisation into the Reinstatement of financial assets / liabilities.	-	-	-
Provision for compensated absences, gratuity and other employee benefits	-	-	-
Provision for doubtful debts / advances.	-	-	-
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-	-
Unsecured Loan :			
Unsecured - Loan from Director (Refer Note Below- 2)	-	72,00,000	-
Net	-	92,78,826	1,02,35,602

Note 1:

Bank Overdraft from The Bharat Co-operative Bank (Mumbai) Limited is secured against fixed deposits of Rs. 23,02,712/- (March 31,2019: Rs.1,06,45,598/-, April 1, 2018 Rs. 1,28,84,745) and carries an interest rate of 0.50% p.a. over and above the fixed deposit rate (quarterly cumulative).

Note 2:

Details and terms of repayment of Unsecured borrowings : Loan from Directors (Related Party)

Particulars	Terms of Payments
Loan from Directors	The Loan from director are repayable on demand and carry no interest cost.

NOTE 16 : Provisions

(Amount in Rs.)

Particulars	As at	As at	As at
	March 31, 2020	March 31, 2019	April 1, 2018
Provision for Expenses	1,06,200	56,858	67,446
	-	-	-

NOTE 17 : OTHER CURRENT LIABILITIES

(Amount in Rs.)

Particulars	As at	As at	As at
	March 31, 2020	March 31, 2019	April 1, 2018
Employee Related Liabilities	71,531	67,600	83,108
Statutory Liabilities:			
Professional Tax Payable	9,150	6,600	-
TDS Payable	590	-	-
Expense Payable	-	-	7,400
Total	81,271	74,200	90,508

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

NOTE 18 : REVENUE FROM OPERATIONS

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Sales of Shares	94,02,962	2,46,52,866
Profit & Loss on sale of FNO	3,29,914	5,07,350
Interest Income on Long-Term Loans to Others	57,04,096	51,34,389
Total	1,54,36,972	3,02,94,605

NOTE 19 : OTHER INCOME

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Income:		
- On Fixed Deposits with Banks	9,21,104	17,24,339
- On Income tax Refund	40,766	-
Sales of Scrap	3,500	-
Dividend Income	2,22,000	1,29,000
Total	11,87,370	18,53,339

NOTE 20 : PURCHASE OF STOCK-IN-TRADE :

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Purchase of Shares and Securities	56,82,483	2,67,60,675
Share Trading Expenses	84,063	1,18,660
Total	57,66,546	2,68,79,335

NOTE 21: CHANGES IN INVENTORIES OF STOCK-IN-TRADE

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
At the beginning of the period		
Equity Shares	58,85,205	77,02,494
	58,85,205	77,02,494
Less : At the end of the period		
Equity Shares	1	58,85,205
	1	58,85,205
Total	58,85,204	18,17,289

NOTE 22 : EMPLOYEE BENEFIT EXPENSES

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, Incentives and Wages	10,38,040	10,83,857
Director Remuneration	1,55,000	25,000
Staff Welfare Expenses	4,00,437	3,11,581
Staff Skill Expenses	38,822	7,000
Total	16,32,299	14,27,438

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Annual Report 2019-20

NOTE 23 : FINANCE COST

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest on Working Capital Loans (Overdraft)	1,97,721	2,03,164
Total	1,97,721	2,03,164

NOTE 24 : OTHER EXPENSES

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Communication Expenses	17,490	17,333
Conveyance and Travelling Expenses	2,65,033	1,95,471
Bank Charges	6,901	7,549
Printing and Stationery Expenses	34,818	36,774
Sales Promotion Expenses	39,953	3,037
Advertisement and Publication Expenses	21,377	29,476
Building - Repairs and Maintenance	5,40,409	75,604
Computer - Repairs and Maintenance	-	4,334
Others - Repairs and Maintenance	1,98,000	1,99,750
Legal and Professional Fee	6,24,148	5,55,795
Payments to Auditors:		
-Audit fees	53,100	64,900
Electricity Charges	68,230	75,400
Reduction in Value of Shares	-	34,000
Loss on sale of Investments	4,80,727	-
Office Expenses	82,594	38,302
Postage and Courier Expenses	551	1,275
ECL expense	2,36,450	-
Website Development Expenses	21,778	27,292
General Provision for Standard Assets	32,735	34,758
Loss on fair value change in investment	88,54,730	1,08,94,785
Total	1,15,79,024	1,22,95,835

NOTE 25 : EARNINGS PER EQUITY SHARE

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit attributable to Equity shareholders (Rs.)	(62,79,457)	(1,06,58,979)
Weighted average number of equity shares outstanding during the year (Nos.)	1,04,00,000	1,04,00,000
Basic and diluted earning for the year (Rs.)	(0.60)	(1.02)
Face value per Share (Rs.)	10.00	10.00

Note 26:- Financial Assets at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Non-Current Financial Assets			
Others Financial Assets	75,02,000	64,82,019	53,84,796
Current Financial Assets			
Trade Receivable	28,61,931	11,88,822	11,82,249
Cash and Cash Equivalents	5,36,747	3,18,047	2,40,665
Other bank balances	1,18,02,712	1,70,08,443	2,48,84,745
Loans	6,89,23,622	6,22,06,357	5,48,66,115
Other Current Assets	4,24,133	6,99,966	3,27,799
	9,20,51,145	8,79,03,654	8,68,86,369

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above

Note 27:- Financial Liabilities at Amortised Cost Method

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Non-Current Financial Liabilities			
Borrowings	-	-	-
Current Financial Assets			
Borrowings	-	92,78,826	1,02,35,602
Provisions	1,06,200	56,858	67,446
	1,06,200	93,35,684	1,03,03,048

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above

Note 28:- Financial Assets at Fair Value Through Profit or Loss

The carrying value of the following financial assets recognised at fair value through profit or Loss

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended April 1, 2018
Non- Current Financial Assets			
Investments	1,66,42,237	3,26,33,967	4,35,62,752
Total	1,66,42,237	3,26,33,967	4,35,62,752

Note: The above investments are quoted & unquoted instruments in active markets and the same is recognised at fair value. Fair value measurement is done considering the Level -1 of Fair Value Hierarchy as per the Ind-AS 113.

Note 29 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations directly or indirectly. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial instruments, Fixed Deposit with Banks, financial assets measured at amortised	Aging analysis and Credit ratings	Diversification of Existing credit limits Unutilised from Consortium Bankers.
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts.	Availability of committed credit lines and borrowing facilities
Liquidity Risk	Future commercial transactions. Recognised financial liabilities not denominated in Indian Rupee (INR).	Cash flow forecasting and Sensitivity analysis.	Forward foreign exchange contracts.
Market Risk - interest rate	Long-Term borrowings at variable	Sensitivity analysis	Interest rate swaps

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including Fixed deposits with banks and financial institutions and other financial instruments

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding receivables are regularly monitored and any further services to major receivables are approved by the senior management

An impairment analysis is performed at each reporting date on an individual basis for major receivables. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 8.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits and for funding to subsidiary company. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2020 and March 31, 2019 is the carrying amounts as stated in balance sheet.

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and unsecured loans. The Company has access to a sufficient variety of sources of funding which can be rolled over the existing lenders. The Company believes that the working capital is sufficient to meet its current requirements. The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2020, March 31, 2019 and April 1, 2018:

Risk	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2020					
Secured Loan	-	-	-	-	-
Unsecured	-	-	-	-	-
Provisions	-	1,06,200	-	-	1,06,200
Others	81,271	-	-	-	81,271

Risk	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2019					
Secured Loan	-	20,78,826	-	-	20,78,826
Unsecured	-	72,00,000	-	-	72,00,000
Provisions	-	56,858	-	-	56,858
Others	74,200	-	-	-	74,200
Year ended April 1, 2018					
Secured Loan	-	1,02,35,602	-	-	1,02,35,602
Unsecured	-	-	-	-	-
Provisions	-	67,446	-	-	67,446
Others	90,508	-	-	-	90,508

Market Risk

Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings and deposits

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company's policy is to keep balance between its borrowings at fixed rates of interest. The difference between fixed and variable rate interest amount amounts calculated by reference to an agreed-upon notional principal amount. The exposure of the Company to interest rate changes at the end of the reporting period are as under:

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended April 1, 2018
Variable rate of borrowings	-	-	-
Fixed rate of borrowings	-	20,78,826.00	1,02,35,602.00
Total	-	20,78,826.00	1,02,35,602.00

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowing affected after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount in Rs.)

Particulars	Increase / Decrease in basis point	Effect in Profit before Tax
March 31, 2020	+ 1 %	-
	- 1 %	-
March 31, 2019	+ 1 %	-
	- 1 %	-

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates to purchase of raw material of chemical and fertiliser products from out of the India. The Company manages its foreign currency risk by hedging the payables as and when considered necessary. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. The Company hedges its exposure to fluctuations on the translation into INR of its foreign payables in foreign currencies and by using foreign currency option or forward contracts

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(Amount in Rs.)

Particulars	Increase / Decrease in basis point	Effect in Profit before Tax
March 31, 2020	+ 5 %	1,10,117
	- 5 %	(1,10,117)
March 31, 2019	+ 5 %	1,10,117
	- 5 %	(1,10,117)

Equity price risk

The Company's unlisted equity securities are of subsidiary and deemed cost of the same are taken as previous GAAP carrying value (i.e. cost of acquisition). The value of the financial instruments is not material and accordingly any change in the value of these investments will not affect materially the profit or loss of the Company

Note 30 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents

(Amount in Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended April 1, 2018
A) Net Debts			
Borrowings (Current & Non Current)	-	92,78,826.00	1,02,35,602.00
Cash and cash equivalents	(5,36,747.46)	(3,18,047.00)	(2,40,665.00)
Net Debt -(A)	(5,36,747.46)	89,60,779.00	99,94,937.00
A) Net Debts			
Equity share capital	10,40,00,000	10,40,00,000	10,40,00,000
Other Equity	1,32,95,150	1,95,74,607	3,02,33,586
Net Debt -(A)	11,72,95,150	12,35,74,607	13,42,33,586
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	-0.46	7.25	7.45

Note 31 : Contingent Liabilities not Provided for:

There are no contingent liabilities as on date in this respect which needs to be reported.

Note 32 : Segment Information:

The Company has only finance income. Accordingly, the Company does not have separate reportable business segment for the quarter and year ended March 31, 2020.

NOTE 33 : RELATED PARTY DISCLOSURE**a. Details of Related Parties**

Description of Relationship	Names of Related Parties
Key Management Personnel (KMP)	Mr. Aneel Jain, Managing Director Mrs. Shashi Aneel Jain, Director Mr. Brij Kishor Gupta, Independent Director Mr. Arun Bubna, Independent Director Mr. Ramesh Chandra Pusola, Chief Financial Officer Ms. Kriti Goyal, Company Secretary
Company in which KMP / Relatives of KMP can exercise significant influence	Times Growth Securities Limited Towermatic Plastics Private Limited ABJ Developers Private Limited

Notes:

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

b. Details of Related Party transactions during the year ended March 31, 2020

Particulars	(Amount in Rs.)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Directors Remuneration and Salary		
Mr. Aneel Jain	1,55,000	25,000
	1,55,000	25,000
Salary to Key Management Personnel (KMP)		
Mr. Ramesh Chandra Pusola, Chief Financial Officer.	3,83,076	3,77,766
Ms. Kriti Goyal, Company Secretary	1,79,900	58,900
	5,62,976	4,36,666
Loan Taken From :		
Mr. Aneel Jain	14,00,000	1,41,00,000
	14,00,000	1,41,00,000
Loan Taken Repaid To		
Mr. Aneel Jain	86,00,000	69,00,000
	86,00,000	69,00,000

c. Closing Balances of the Related Parties

Particulars	(Amount in Rs.)		
	Balances as at March 31, 2020	Balances as at March 31, 2019	Balances as at April 1, 2018
Directors Remuneration and Salary			
Mr. Aneel Jain	-	-	25,000
	-	-	25,000
Salary to Key Management Personnel (KMP)			
Mr. Ramesh Chandra Pusola, Chief Financial Officer.	29,606	30,600	28,231
Ms. Kriti Goyal, Company Secretary.	15,000	15,000	-
	44,606	45,600	28,231
Loan Taken from :			
Mr. Aneel Jain	-	72,00,000	-
	-	72,00,000	-

Note 34 : Expenditure on Corporate Social Responsibility:

Corporate Social Responsibility do not applicable to the Company as per the limit prescribed by the Companies Act, 2013.

Note 35 : Previous Years' Figures:

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The Company has adopted Ind-AS on April 1, 2019 with the transition date as April 1, 2018, and adoption was carried out in accordance with Ind-AS 101 - First Time Adoption of Indian Accounting Standards. The previous period's figures have been regrouped or rearranged wherever necessary.

The Notes referred are an integral part of these financial statements

For Tibrewal Chand & Co.
Chartered Accountants
Firm's Registration No. : 311047E

For and on behalf of the Board of Directors

Yogesh Fatehpuria
Partner
Membership No. : 165884

Aneel Jain
Managing Director
DIN : 00030742

Shashi Jain
Director
DIN : 00103505

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

Ramesh Chandra Pusola
Chief Financial Officer

Kriti Goyal
Company Secretary

Place : Mumbai
Date : May 16, 2020

Place : Mumbai
Date : May 16, 2020

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]

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

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: _____.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Company, to be held on the 30th day of September, 2020 at 10:00 A.M. at Premise No. 120, Opp. Planet Cast, Royal Palms Estate, Aarey Road, Goregaon (E), Mumbai -400 065 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, 2020 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.	Appointment of M/s M J Jhanwar & Co. Chartered Accountants, Firm Reg. No. 130701W as the statutory auditor of the company, for a term of five years from the conclusion of the ensuing 28 th AGM till the conclusion of the 33 rd AGM of the Company.

Signed this _____ day of _____ 2020

Signature of Shareholder _____

Signature of Proxy holder (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 ATTENDANCE 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 Eighth Annual General Meeting of the Company on Monday, 30th September, 2020 at 10.00 A.M. at Premise No. 120, Opp. Planet Cast, Royal Palms Estate, Aarey Road, Goregaon (E), Mumbai -400 065.

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 27, 2020 to be passed at the 28th 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 31 st March, 2019 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	Appointment of M/s M J Jhanwar & Co. Chartered Accountants, Firm Reg. No. 130701W as the statutory auditor of the company, for a term of five years from the conclusion of the ensuing 28 th AGM till the conclusion of the 33 rd AGM of the Company.			

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

Place: _____

Date: _____

Signature of Member

.....Tear Here.....

Instructions:

- 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.
- 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 Ms. Preeti Agarwal, Practicing Company Secretary, at the Registered Office of the Company on or before September 28, 2020, 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.
- 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.
- Voting through physical assent/dissent 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.
- 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.
- Incomplete unsigned or incorrectly ticked assent/dissent forms will be rejected.
- 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 20, 2020.

Book - Post

If undelivered, please return to:

INDO-CITY INFOTECH LIMITED

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