

INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: itil_investor@informed-tech.com | Website: www.informed-tech.com |

October 14, 2016

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai:-400001.

Dear Sir/Madam,

Sub: Annual Report for the Financial Year 2015-2016

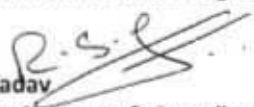
Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SCRIP CODE: - 504810

In compliance with Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Report of the Company for the Financial Year 2015-2016.

Kindly take the same on your records.

Thanking You,
Yours faithfully,
For M/s. Informed Technologies India Limited


Reena Yadav
Company Secretary & Compliance Officer
(Membership No. A36429)



Encl: A/a

INFORMED TECHNOLOGIES INDIA LIMITED

58th ANNUAL REPORT 2015-2016

BOARD OF DIRECTORS

| | |
|-------------------------------|------------------------|
| Mr. Gautam P. Khandelwal | Non Executive Chairman |
| Mrs. Suelve Gautam Khandelwal | Executive Director |
| Mr. Ajay Kumar Swarup | Independent Director |
| Mr. Nimis Sheth | Independent Director |

CHIEF FINANCIAL OFFICER

Mrs. Roshan D'souza

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Reena Yadav

AUDITORS

M/s. M. V. Ghelani & Co.
Chartered Accountants, Mumbai

SECRETARIAL AUDITOR

M/s. DSM & Associates, Company Secretaries

INTERNAL AUDITOR

M/s. Parekh Sharma & Associates
Chartered Accountants, Mumbai

BANKERS

Bank of Baroda
The Hongkong and Shanghai Banking Corporation Ltd.
ICICI Bank Ltd.

LISTED AT

Bombay Stock Exchange Limited
ISIN : INE123E01014
CIN L99999MH1958PLC011001

REGISTERED OFFICE

Nirmal, 20th Floor, Nariman Point, Mumbai-400021.
Tel No. : 022-22023055/66 Fax No.: 022-22043162
Email id: itil_investor@informed-tech.com
Website : www.informed-tech.com
CIN: L99999MH1958PLC011001

SOFTWARE DEVELOPMENT CENTRE

Millenium Business Park, 302, 303, Bldg. No. 4,
Sector No. 3, TTC. MIDC, MAHAPE, Navi Mumbai-400710,
Maharashtra, India.

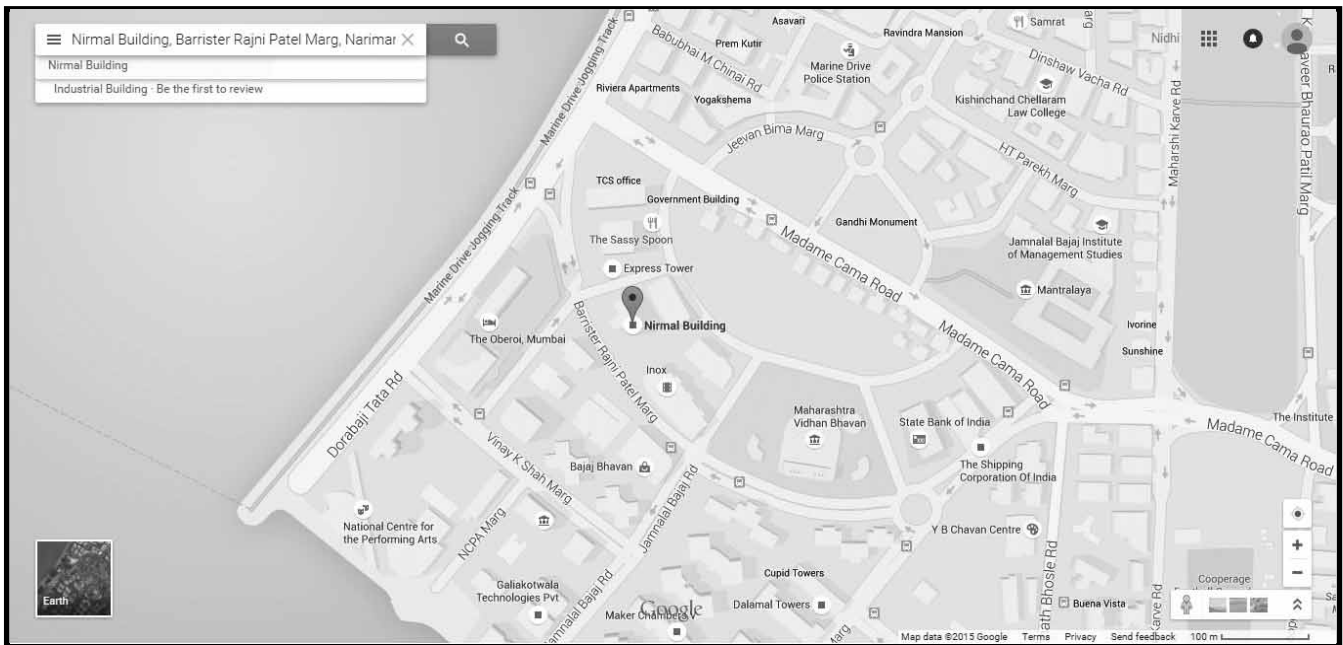
REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (W), Mumbai- 400 078
Tel No.: 022-25963838 Ext. 2304
Email Id : tanushree.rauth@linkintime.co.in

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As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

ROUTE MAP TO THE VENUE OF THE AGM



NOTICE

NOTICE is hereby given that the Fifty-Eight Annual General Meeting of the Members of **Informed Technologies India Limited** will be held on **Tuesday, September 27, 2016 at 11:30 AM** at the Registered Office Address of the Company at **20th Floor, Nirmal Building, Nariman Point, Mumbai – 21** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016 together with the Directors' Report and Auditor's Report thereon.
2. To declare dividend on Equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mrs. Suelve Gautam Khandelwal (DIN 00270811), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration.

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. M. V. Ghelani & Co., Chartered Accountants, (Firm Registration No. 119077W) as the Statutory Auditors, to hold office from the conclusion of the Fifty-Eight Annual General Meeting till the conclusion of the Fifty-Ninth Annual General Meeting be and is hereby ratified at such remuneration plus taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. APPROVAL FOR RELATED PARTY TRANSACTIONS

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the following related parties up to the maximum amount as mentioned herein below for the financial year 2016-2017 and for every financial year thereafter on such terms and conditions as may be mutually agreed between the Company and the related parties:

| Sr. No. | Name of the related party | Relationship with the related party | Transactions | Maximum Value of the Transaction(s) per annum (Rs. In Lacs) |
|---------|-------------------------------|-------------------------------------|-----------------------|---|
| 1. | Mr. Arnold Allen | Foreign Holding Company's Secretary | Availing of Services | 8.50 |
| 2. | Mrs. Suelve Gautam Khandelwal | Spouse of Chairman | Director Remuneration | 48.00 |

| | | | | |
|----|---|--|--------------------------------|--------|
| 3. | Ms. Nidhi Salampuria | Group Company's Director & Company Secretary | Availing of Services | 2.50 |
| 4. | Nagpur Power And Industries Limited | Same Promoter Group | Re-imbusement of expenses | 50.00 |
| 5. | Entecres Labs Private Limited | Associate Company | Re-imbusement of expenses | 10.00 |
| 6. | The Motwane Manufacturing Company Private Limited | Subsidiary of Group Company | Re-imbusement of expenses | 50.00 |
| 7. | The Motwane Manufacturing Company Private Limited | Subsidiary of Group Company | Availing/Providing of Services | 100.00 |

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

6. CHANGE IN PLACE OF KEEPING AND INSPECTION OF REGISTER AND INDEX OF MEMBERS, RETURNS, ETC.

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

“RESOLVED THAT pursuant to Section 94 of the Companies Act, 2013 (hereinafter called ‘the Act’) and in supersession of any other earlier resolution passed in this regard, the Company hereby approves that the Register of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of the Act together with copies of Certificates and Documents required to be annexed thereto and other related books have, with effect from June 16, 2016, been kept and maintained at the office of the new Registrars & Share Transfer Agents, M/s. Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 instead of at the office of the erstwhile Registrars & Share Transfer Agents, M/s. Sharepro Services (India) Private Limited, at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Andheri (East), Mumbai 400 072.

“RESOLVED FURTHER THAT the Registers, Indices, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and/or any person entitled thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act between the hours of 11:00 AM and 1:00 PM on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company.”

For and on behalf of the Board

Gautam Khandelwal

Chairman

DIN (00270717)

Place: Mumbai

Date: August 10, 2016

Registered Office:

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com |

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies to be effective should be deposited at the Registered Office of the Company **not less than 48 (Forty Eight) hours before the commencement of the meeting.** Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
3. Corporate Members/Societies etc. intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution / Authority Letter etc. as applicable, authorizing their representatives to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 21, 2016 to Tuesday, September 27, 2016** (both days inclusive).
5. The dividend for Financial Year ended March 31, 2016 as recommended by the Board, if approved at the AGM, will be paid to those Members whose names appear in the Company's Register of Members as on Tuesday, September 20, 2016. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
6. The Company proposes the payment of dividend, if declared through Electronic Clearing Service (ECS) or incorporation of Bank details on the dividend warrants as furnished by the Members. Members holding shares in physical mode are advised to immediately submit ECS Mandate (which will be made available on request) to the Company's or Registrar & Transfer Agent of the Company, M/s. Link Intime India Private Limited in order to avail Dividend through Electronic Clearing Service (ECS) latest by September 13, 2016. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants. Members holding shares in physical mode and who, for any reason, would not like to avail of the ECS facility being offered to such shareholders as mentioned above, are requested to furnish (if not done earlier) in the Bank mandate form (which will be made available on request), details of their Bank account no, Name of Bank and branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof Members holding shares in physical form and desirous of availing ECS facility, should provide the bank details and 9 digits MICR code number.
7. In terms of Section 123 of the Companies Act, 2013 and Sections 205A, 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). **Accordingly, in the year 2016-17, the Company would be transferring the unclaimed or unpaid final dividend for the year ended March 31, 2009 to IEPF on or before October 31, 2016. No claim shall lie from a Member once the transfer is made to the said Fund. The Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.**

8. ***As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website (www.informed-tech.com), the information on dividend which remains unclaimed with the Company as on Thursday, September 24, 2015 i.e. date of the previous AGM. The information is also available on the website of the Ministry of Corporate Affairs (www.mca.gov.in).***
9. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2016-17.
10. **In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and forward the same to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited.**
11. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
13. The Directors' Report, Auditors' Report and Audited Financial Statements as at March 31, 2016 are enclosed.
14. Inspection of Documents - Copies of the Memorandum and Articles of Association of the Company and all other documents relevant for the resolution contained in the notice will be available for inspection at the Registered Office of the Company from 11:00 AM to 1:00 PM on all working days up to the date of the Annual General Meeting.
15. In accordance with the Companies Act, 2013 read with the Rules, the Annual Reports are sent by electronic mode to those members whose email ids are registered with the Company/Depositories, unless any member has requested for a physical copy for the same. For members who have not registered their email ID, physical copies are being sent by the permitted mode.
16. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
17. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID Numbers for easy identification of attendance at the meeting.
18. ***The Name of the Company has been changed from Khandelwal Ferro Alloys Limited to KFA Corporation Limited and later from KFA Corporation Limited to Informed Technologies India Limited w.e.f. August 06, 2001.***
19. **THOSE MEMBERS WHO HAVE NOT SURRENDERED THEIR OLD CERTIFICATES FOR EXCHANGE TO OBTAIN THEIR NEW SHARE CERTIFICATES ARE REQUESTED TO SURRENDER THE SAME AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY AT MUMBAI.**

20. ***The Company appointed M/s. Link Intime India Private Limited Ltd in place of Sharepro Services (India) Private Limited as its Registrar and Transfer Agent with effect from June 16, 2016. The Members are requested to take note and deal with the aforesaid agency whenever necessary.***
21. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Link Intime India Private Limited for assistance in this regard.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, Maharashtra.
23. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited /Depositories or send a request to the Company for the same.
24. **Process and manner for members opting for Remote e-voting are as under:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of remote e-voting in respect of the Resolutions proposed at this AGM.

A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on Saturday, September 24, 2016 (9:00 AM) and ends on Monday, September 26, 2016 (5:00 PM). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 20, 2016, 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) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "INFORMED TECHNOLOGIES INDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If Demat account holder has forgotten his/her existing password then enter the User ID and the image

verification code and click on 'Forgot Password' and enter the details as prompted by the system.

- (x) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

| | |
|------------------------|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p> |
| DOB# | <p>Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details# | <p>Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 Members ID/ Folio no. in the Dividend Bank details field as mentioned in instruction vi. |

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then reach directly 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 remote 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.
- (xiii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <INFORMED TECHNOLOGIES INDIA LIMITED> on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xx) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxi) Note for Non-individual Shareholders & Custodians:
- Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxii) 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 app while voting on your mobile.
- (xxiii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, September 20, 2016.
- C. Mr. Sanam Umbargikar, Partner of M/S DSM and Associates, Practising Company Secretary (Membership No. 26141, COP Number 9394), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E. The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.informed-tech.com under the section 'Investor' and on the website of CDSL; such Results will also be forwarded to the Stock Exchange where the Company's shares are listed.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(a) Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

| | |
|---|--|
| NAME OF DIRECTOR | MRS. SUELVE GAUTAM KHANDELWAL (DIN 00270811) |
| Date of Birth | 02.06.1964 |
| Nationality | Indian |
| Date of Appointment | 01.04.2015 |
| Brief Resume | She holds a Graduate degree from University of Delhi. She is responsible for business diversification, business process re-engineering, organizational development in the Company and she had significantly contributed in past to the overall performance and growth of the Company |
| Expertise in specific functional areas | Business |
| Directorships held in other companies (excluding foreign companies) | 1. Zeppelin Investments Pvt. Ltd. |
| Committee position held in other companies | Nil |
| No. of shares held in the Company | 1,01,580 |
| Inter-se relationship between Directors | Wife of Mr. Gautam Premnath Khandelwal |

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)****Item No. 4**

This Statement is provided though strictly not required as per Section 102 of the Act.

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR

M. V. Ghelani & Co., Chartered Accountants (Firm Registration No. 119077W) was appointed as the statutory auditor of the Company at the Annual General Meeting (AGM) of the Company held on September 15, 2014, for a period of three years from the conclusion of the 56th AGM till the conclusion of the third consecutive AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the accompanying Notice.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as an Ordinary Resolution.

Item No. 5**APPROVAL FOR RELATED PARTY TRANSACTIONS**

The SEBI (Listing obligations and Disclosure Requirements), Regulations 2015, effective from December 01, 2015, require approval of shareholders for material related party transactions. There is no exemption there under even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material under Regulation 23 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Further, as per Section 188 of the Companies Act, 2013 if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year is a material related party transaction then shareholder approval is required. It is further provided that nothing in this sub-section shall apply to any transaction entered into by the Company which are entered in its ordinary course of business and are at arm's length.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as a better corporate governance measure, it is considered desirable to have the consent of the Members in respect of related party transactions.

The approval of the Shareholders for the transactions entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2016-17 and for every financial year thereafter, is being sought by way of abundant caution and as a proactive measure.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No. 5 shall be entitled to vote on this Ordinary Resolution.

None of the Directors other than those representing the related parties, Key Managerial Personnel's of the Company or their relative(s) are interested and/or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as an Ordinary Resolution.

Item No. 6**CHANGE IN PLACE OF KEEPING AND INSPECTION OF REGISTER AND INDEX OF MEMBERS, RETURNS, ETC.**

This resolution is in supersession to any Special Resolution passed earlier with reference to keeping of the Register of Members, Indices of Members, copies of Annual Returns prepared by the Company under Section 159 of the Companies Act, 1956 together with copies of Certificates and Documents required to be annexed thereto and other related books at the offices of the then Registrars & Share Transfer Agents, M/s. Sharepro Services (India) Private Limited at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021 and or at 13 AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072.

Effective June 16, 2016 the Company has appointed M/s. Link Intime India Private Limited as the Registrars & Share Transfer Agents of the Company in place of M/s. Sharepro Services (India) Private Limited who shall maintain the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of the Companies Act, 2013 ("the Act") together with copies of Certificates and Documents required to be annexed or any one or more of them and other related books at the office of M/s. Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.

The approval of shareholders by a Special Resolution is sought to the above arrangement under Section 94 of the Act. The Special Resolution also specifies the time of inspection of the books and documents of the Company by its Members, namely, between the hours 11:00 AM and 1:00 PM on any working day (excluding Saturday) and except when the registers and the books are closed under the provisions of the Act or Articles of Association of the Company.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as a Special Resolution.

For and on behalf of the Board

Gautam Khandelwal

Chairman

DIN (00270717)

Place: Mumbai

Date: August 10, 2016

Registered Office:

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com |

Directors' Report, Management Discussion and Analysis Report

To the members,

Your Directors have pleasure in presenting their Fifty Eight Annual Report together with the Audited Financial Statements of your Company for the Financial Year ended March 31, 2016. The Management Discussion and Analysis are also included in this Report.

Financial Highlights

The performance of your Company for the financial year under review is summarized below: (` in Lakhs)

| Particulars | 2015-16 | 2014-15 |
|---|---------|---------|
| Revenue from Operations & Other Income | 483.05 | 423.42 |
| Profit before exceptional and extraordinary items and tax | 140.85 | 142.83 |
| Less: Exceptional Items | - | - |
| Profit before extraordinary items and tax | 140.85 | 142.83 |
| Less: Extraordinary items | - | - |
| Profit before Tax | 140.85 | 142.83 |
| Less: Tax expense (Net) | 45.65 | 40.00 |
| Profit for the period | 95.19 | 102.83 |
| Proposed Dividend (including Dividend Distribution Tax) | 50.18 | 50.18 |

Dividend and Reserves

The Directors are pleased to recommend dividend of Rs.1/- per equity share (10%) of the face value of Rs. 10/- each for the financial year ended March 31, 2016. During the year under review, no amount was required to be transferred to General Reserve.

Share Capital

During the year, the Company has not issued shares with differential voting rights, nor has granted any stock options or sweat equity, no bonus shares were issued by the Company. There was no provision made by the Company for purchase of its own shares by employee or by the trustee. As on March 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company. During the year, there was no change in the Share Capital of the Company. As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at Rs. 41, 691,000/-, comprising 4,169,100 Equity shares of Rs.10/- each.

Directors and Key Managerial Personnel

During the year, Mr. Nilesh Mohite has resigned from the designation of Manager of the Company as per Companies Act,

2013 with effect from November 04, 2015. Further, he still continues to be employed by the Company as “Head Operations and Business Development.”

During the year, Mrs. Suelve Gautam Khandelwal was appointed as an Executive Director and Key Managerial Personnel of the Company with effect from April 01, 2015.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Suelve Gautam Khandelwal, Director retires by rotation at the ensuing Annual General Meeting and, being eligible offers herself for re-appointment. Mrs. Suelve Gautam Khandelwal aged 52 years holds a graduate degree from the University of Delhi. She is responsible for business diversification, business process re-engineering, organizational development in the Company and she had significantly contributed in past to the overall performance and growth of the Company. She is also on Board of Zeppelin Investments Private Limited and Khandelwal Limited, London. She is spouse of Mr. Gautam Khandelwal, Chairman of the Company. The board recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

The Company has following persons as Key Managerial personnel:

| Sr. No. | Name of the person | Designation | Date of Appointment |
|----------------|-------------------------------|-------------------------|----------------------------|
| 1. | Mrs. Suelve Gautam Khandelwal | Executive Director | 01.04.2015 |
| 2. | Mrs. Roshan D’Souza | Chief Financial Officer | 30.09.2014 |
| 3. | Ms. Reena Yadav | Company Secretary | 13.08.2014 |

Details of Board meetings

During the year, the Board of Directors met 4 (Four) times, details of which are as follows:

| Date of Meetings | No. of Directors attended the Meeting |
|-------------------------|--|
| May 28, 2015 | 3 |
| August 07, 2015 | 3 |
| November 04, 2015 | 3 |
| February 12, 2016 | 3 |

Notes:

- Mr. Gautam P. Khandelwal and Mrs. Suelve Gautam Khandelwal attended 3 meetings out of 4 during the year;
- Mr. Ajay Kumar Swarup attended 2 Meetings out of 4 during the year; and
- Mr. Nimis Sheth attended all the meetings during the year.

Committees of the Board and attendance at last AGM

The details of the various committees of the board and their composition and number of meetings attended as on March 31, 2016 are as under:

| Name of Director(s) | Audit Committee | | Stakeholder Relationship Committee | | Nomination & Remuneration Committee | | Risk Management Committee | | Attendance at last AGM |
|-------------------------------|-----------------|-------------------------|------------------------------------|-------------------------|-------------------------------------|-------------------------|---------------------------|-------------------------|------------------------|
| | Chairman/Member | No. of Meeting attended | Chairman/Member | No. of Meeting attended | Chairman/Member | No. of Meeting attended | Chairman/Member | No. of Meeting attended | |
| Mr. Nimis Seth | Chairman | 4 | Chairman | 4 | Chairman | 4 | Chairman | 4 | Yes |
| Mr. Gautam P. Khandelwal | Member | 4 | Member | 4 | Member | 4 | Member | 4 | Yes |
| Mr. Ajay Kumar Swarup | Member | 1 | Member till 04.11.2015 | 0 | Member | 1 | — | — | No |
| Mrs. Suelve Gautam Khandelwal | — | — | Member w.e.f. 05.11.2015 | 2 | — | — | Member w.e.f. 05.11.2015 | 0 | No |

Notes:

- The Audit Committee met 4 (Four) times during the year. i.e. on May 25, 2015, August 07, 2015, November 04, 2015 and February 12, 2016.
- The Stakeholder Relationship Committee met 6 (Six) times during the year. i.e. on May 25, 2015, August 07, 2015, November 04, 2015, December 22, 2015, February 12, 2016 and March 11, 2016. Further, the Board of Directors of the Company vide its resolution dated November 04, 2015 has reconstituted the composition of the Committee with effect from November 05, 2015. Mrs. Suelve Gautam Khandelwal was appointed as a member of the Committee in place of Mr. Ajay Kumar Swarup.
- Nomination and Remuneration Committee met 2 (Two) times during the year. i.e. on May 25, 2015 and February 12, 2016.
- The Risk Management Committee met 2 (Two) Times during the year. i.e. on May 25, 2015 and February 12, 2016. Further the board of Directors of the Company vide its resolution dated November 04, 2015 has reconstituted the composition of the committee with effect from November 05, 2015. Mrs. Suelve Gautam Khandelwal was appointed as the member of the Committee.

Declaration by Independent Directors (IDs)

Mr. Nimis Sheth and Mr. Ajay Kumar Swarup are Independent Directors of the Company. The Company has received a declaration from them confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

During the year, the Independent Director meeting was held on January 11, 2016.

Nomination & Remuneration Policy

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is adopted by the Board and may be accessed on the Company's website at the link: <http://informed-tech.com/investors/corporate-governance/>. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared as per the requirement of the act which included various aspects of Boards and Committees functioning, Composition of the Board and its Committees, functioning of the Individual directors. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non - Executive Directors.

The Board expressed their satisfaction with the evaluation process.

Significant and material orders passed by the regulators or courts or tribunals

There were no significant material orders passed by the regulators or courts or tribunals which may impact the going Concern status and Company's operations.

Internal financial controls

The details in respect of internal financial control and their advocacy are included in the management discussion and analysis which forms part of this Annual Report.

Deposits

During the year, your Company has not accepted any deposits under the provisions of Chapter V of the Companies Act, 2013 and the rules made there under.

Subsidiary/Joint Ventures/Associate Companies:

The Company does not have any Subsidiary/Joint Ventures/Associate companies during the year.

Loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the Financial statements provided in this Annual Report.

Management Discussion and Analysis**a) Industry Review and future outlook:**

The Indian IT industry has now matured and is internationally recognized for its technical skills & trained manpower. The need for greater transparency in governance of companies in international financial markets is continuing to drive businesses in which the Company is associated as a service provider. The Indian companies are now emphasizing on improving technology and offering higher value added services. The digital transformation of businesses provides opportunities for IT Services industry in providing a range of new services.

The Company is principally engaged in the business of Business Process Outsourcing which is only reportable segment.

The Company is actively looking for expansion opportunities in various sectors which are technology enabled in order to drive growth for the Company.

b) Business Review & Development and Overview of Financial Performance & Operations:

Your Company is operating as IT enabled service provider and is a leading content provider to the securities and financial research industry. Company's Data Management techniques enable organizations to leverage their operations and help them reduce costs and turnaround time.

Your Company has also developed insight into the market segment of financial content and has developed relationships with its customers, which are well known and respected American Corporations. Further, the strengthening of the US dollar has benefited your Company in terms of actual revenue realizations. During the year, the total revenue from operational activities has increased to Rs. 308.93 Lacs as compared to Rs. 249.10 Lacs in previous year. The total income of the Company has increased to Rs. 483.05 Lacs compared to Rs. 423.42 Lacs in previous year.

c) Internal Control Systems:

The Company has adequate internal control systems in place with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

The Company has also implemented Quality Management System (QMS) and has got itself registered under ISO 9001:2008 Standard.

d) Risks, Concerns & Threats:

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as results of certain factors. Our Risks, Concerns & Threats are as follows:

- We may not be able to sustain our previous profit margins or levels of profitability.
- Our revenues are dependent on clients primarily located in the United States and Austria, as well as on clients concentrated in specific sectors. An economic slowdown or other factors that affect the economic health of the United States and Austria or those sectors, or any other impact on the growth of such sectors, may affect our business.
- Currency fluctuations may affect the revenue generation from our operations.
- Intense competition in the market could affect our pricing, which could reduce our share of business from clients and decrease our revenues.
- A large part of our revenues is dependent on our top clients and the loss of any one of our major clients could significantly impact our business.
- Our client contracts can typically be terminated without cause and with little or no notice or penalty, which could negatively impact our revenues and profitability.
- We may be liable to our clients for damages caused by the disclosure of confidential information, system failures, errors or unsatisfactory performance of services.
- We may engage in acquisitions, strategic investments, strategic partnerships or alliances or other ventures that may or may not be successful.

- Anti-outsourcing legislation in certain countries in which we operate i.e. Unites States and Austria, may restrict companies in those countries from outsourcing work to us, or may limit our ability to send our employees to certain client sites.
- In the event that the Government of India or the government of another country changes its tax policies in a manner that is adverse to us our tax expense may materially increase, reducing our profitability.
- If the Government of India modifies dividend distribution tax rates or introduces new forms of taxes on the distribution of profits, or changes the basis of application of these taxes, the same could materially affect the returns to our shareholders.

e) Material developments in human resources / industrial relations, including number of people employed

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees.

During the year under review, various training and development workshops were conducted to improve the competency level of employee with an objective to improve the operational performance of individuals. The Company has built a competent team to handle challenging assignments and projects.

The Company has 24 permanent employees as on March 31, 2016.

Risk Management

Your Board had constituted Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate such risks. In the opinion of the Risk Management Committee, there was no risk that may threaten the existence of the Company.

Statutory Auditors, their Report and Notes to Financial Statements

M/s. M.V. Ghelani & Co., Chartered Accountants (ICAI Registration No. 119077W) were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 56th Annual General Meeting (AGM) held on September 15, 2014 until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of their appointment by the Members at every AGM held after the AGM held on September 15, 2014).

As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s. M.V. Ghelani & Co., Chartered Accountants in respect to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

The Board has recommended to ratify the re-appointment of M/s. M.V. Ghelani & Co., Chartered Accountants, Mumbai, as the Auditors to hold office from the conclusion of the ensuing 58th Annual General Meeting (AGM) till the conclusion of the next AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

In terms of Section 204 of the Act and Rules made there under, M/s. DSM & Associates, Practicing Company Secretary (Certificate of Practice Number : 9394) have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as **Annexure I** to this report. The report is self-explanatory and do not call for any further comments.

Related Party Transactions

There have been no materially significant related party transactions between the Company and the Directors, the management, the key managerial personnel or their relatives except for those disclosed in the financial statements.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web link: <http://informed-tech.com/investors/corporate-governance/>

Extract of the Annual Return

Pursuant to the provisions of section 92(3) of Companies Act, 2013, the extract of the annual return in Form No. MGT – 9 is enclosed with the report as **Annexure II**.

Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sr. No. | Name of Director/ KMP and Designation | Remuneration of Director /KMP for financial year 2015-16 (Rs. In Lacs) | % increase in Remuneration in the financial year 2015-16 | Ratio of remuneration of each Director/ to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the Company |
|----------------|---|---|---|--|--|
| 1. | Mr. Gautam Khandelwal Chairman and Non Executive Director | NIL | Not Applicable | Not Applicable | Not Applicable |
| 2. | Mr. Nimis Sheth Independent Director | NIL | Not Applicable | Not Applicable | Not Applicable |
| 3. | Mr. Ajay Kumar Swarup Independent Director | NIL | Not Applicable | Not Applicable | Not Applicable |
| 4. | Mrs. Suelve Gautam Khandelwal Executive Director | 48 | Not Applicable | 27:1 | Profit After Tax decreased by 7.43% during the financial year 2015-16 |
| 5. | Mr. Nilesh Mohite Manager | 3.87 | 4% | Not Applicable | |
| 6. | Mrs. Roshan Dsouza Chief Financial Officer | 5.48 | 12.42% | Not Applicable | |
| 7. | Ms. Reena Yadav Company Secretary and Compliance Officer | 4.03 | 12.85% | Not Applicable | |

* The Company has not paid any sitting fees to any directors during the year.

** Mr. Nilesh Mohite has resigned w.e.f. November 04, 2015 as a Manager but continued to be in employment of the Company.

Notes

- i. Percentage Increase in Median remuneration of employees during the financial year 2015-2016: approx. 10.00 %
 - ii. Number of Permanent Employees as on March 31, 2016: 24
 - iii. The explanation on the relationship between the average increase in remuneration and the Company performance – The criteria for an increase in the remuneration, amongst other things, is also related to the individual performance, the Company's performance and such other factors. The average increase in the remuneration of the employees during the F.Y 2015-16 was approx. 4.10%, wherein the Company's performance increased by approx. 14.08% in total revenue.
 - iv. (a) Variations in the Market capitalization of the Company:
As on March 31, 2016- Rs. 9.17 cr
As on March 31, 2015 - Rs. 10.01 cr
(b) Price Earnings Ratio as at the closing date of the current financial year and previous financial year.
As on March 31, 2016- 2.283
As on March 31, 2015 - 2.467
(c) Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: The Company did not make any public issue in last 15 years.
 - v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for an increase in the managerial remuneration if any:
 - a) The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for F.Y. 2015-16 is approx. 2.88%
 - b) The average increase in the Remuneration of the Key Managerial Personnel: Please refer above given table.
 - vi. The key parameters for any variable component of remuneration availed by the directors: Not Applicable.
 - vii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors, but receive remuneration in excess of the highest paid director during the year: Not applicable
 - viii. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.
- B) Details of every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
- During the year under consideration, none of the employees of the Company were in receipt of remuneration in excess of limits prescribed under clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence particulars as required under 5(2) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 are not given.

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

A. Conservation of Energy: Not Applicable

B. Technology Absorption:

a. Research and Development (R & D):

The Company has not undertaken any R&D activity in the current year.

b. Technology Absorption, Adaptation and Innovation:

The Company has not imported any technology during the year.

C. Foreign Exchange earnings and outgo:

During the year, the foreign Exchange outgo was Rs. 14.15 Lakhs (Previous year – Rs. 34.53 Lakhs). The Foreign Exchange earning was Rs. 308.93 Lakhs (Previous year Rs. 249.10 Lakhs).

Corporate Social Responsibility (CSR)

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Vigil Mechanism and Whistle Blower Policy to provide a mechanism for the directors and employees to report genuine concerns about any unethical behavior, actual or suspected fraud or violations of the Company's code of conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act. The policy can be accessed on the Company's website at following link <http://informed-tech.com/investors/corporate-governance/>

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women in the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contract, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the financial year ended March 31, 2016.

| Sr. No. | No. of Complaint received | No. of Complaints disposed off |
|---------|---------------------------|--------------------------------|
| 1 | Nil | N.A. |

Material Changes

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of Company's business. To the best of information and assessment there has been no material changes occurred during the financial year, generally in the classes of business in which the Company has an interest except as otherwise mentioned in this director report, if any.

Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they 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 of the Company for that year;
- iii) they have taken proper and sufficient care to the best of their knowledge and ability, for the 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 fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance

As per regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provisions as specified in regulation 27 shall not apply to your Company. As such there is no requirement to attach the corporate governance report.

Acknowledgements

Your Board of Directors wishes to place on record their appreciation for the whole-hearted co-operation received by the Company from the Shareholders, various Government departments, Business Associates, Company's Bankers and all the employees during the year.

For and on behalf of the Board

Place: Mumbai

Date: May 27, 2016

Gautam Khandelwal

Chairman

DIN (00270717)

Annexure I**SECRETARIAL AUDIT REPORT****For the Financial Year ended 31st March, 2016**

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

To,**The Members of****Informed Technologies India Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Informed Technologies India Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit 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 **Informed Technologies India Limited's** 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 covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, 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 the **Informed Technologies India Limited** (the Company) for the financial year ended on 31st March, 2016 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) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - 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;
- (vi) Other specifically applicable laws to the Company during the period under review;
 - (i) Income Tax Act, 1961;

- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Public Liability Insurance Act, 1991;
- (iv) Registration Act, 1908;
- (v) Indian Stamp Act, 1899;
- (vi) Indian Contract Act, 1872;
- (vii) Negotiable Instrument Act, 1881;
- (viii) Information Technology Act, 2000;
- (ix) Prevention of Money Laundering Act, 2002;
- (x) Consumer Protection Act, 1986;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

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

***For DSM & Associates,
Company Secretaries***

***CS Sanam Umbargikar
Partner
M.No.26141.
COP No.9394.***

Date: 27th May, 2016.

Place: Mumbai.

To,

The Board of Directors

Informed Technologies India Limited

Dear Sirs,

Subject: Secretarial Audit Report for financial year ended 31st March, 2016.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For DSM & Associates,
Company Secretaries***

***CS Sanam Umbargikar
Partner***

***M.No.26141.
COP No.9394.***

Date: 27th May, 2016.

Place: Mumbai.

**Annexure II
FORM NO. MGT 9**

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|--|
| 1. | CIN | L99999MH1958PLC011001 |
| 2. | Registration Date | 07.01.1958 |
| 3. | Name of the Company | Informed Technologies India Limited |
| 4. | Category/Sub-category of the Company | Company Limited by Shares/ Indian Non-Government Company |
| 5. | Address of the Registered office & contact details | Nirmal, 20 th Floor, Nariman Point, Mumbai – 400021 Tel: 91-22-22023055, Fax: 91-22-22043162 Email: cs@informed-tech.com |
| 6. | Whether listed company | Listed on BSE Ltd. (BSE) |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Sharepro Services (India) Pvt. Ltd 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka, Telephone Exchange Lane, Off. Andheri Kurla Road, Andheri (East), Mumbai – 400072. Tel No. 91-22-677200300/400 Email: sharepro@shareproservices.com |

** Please note the Company has changed its RTA to Link Intime India Pvt. Ltd. W.e.f June 16, 2016.*

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 | Data Processing | 63111 | 63.95% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---|-----------------|--------------------------------|------------------|--------------------|
| 1. | Khandelwals Limited 10, Orange Street, London, UK , WC2H7DQ | Foreign Company | Holding Company | 64.24% | 2 (46) |

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

i) Category-wise Share Holding:

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % Change during the year |
|---|--|-------------|----------------|-------------------|--|-------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter's | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 448061 | 0 | 448061 | 10.75 | 448061 | 0 | 448061 | 10.75 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (1) | 448061 | 0 | 448061 | 10.75 | 448061 | 0 | 448061 | 10.75 | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRI/ Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 2678220 | 0 | 2678220 | 64.24 | 2678220 | 0 | 2678220 | 64.24 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (2) | 2678220 | 0 | 2678220 | 64.24 | 2678220 | 0 | 2678220 | 64.24 | 0 |
| Total Share holdings of Promoter | | | | | | | | | |
| (A) = (A) (1) + (A) (2) | 3126281 | 0 | 3126281 | 74.99 | 3126281 | 0 | 3126281 | 74.99 | 0 |
| B. Public Shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 60 | 60 | 0 | 0 | 60 | 60 | 0 | 0 |
| b) Banks / FI | 10 | 1080 | 1090 | 0.03 | 10 | 1080 | 1090 | 0.03 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 385380 | 0 | 385380 | 9.24 | 385380 | 0 | 385380 | 9.24 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1) | 385390 | 1140 | 386530 | 9.27 | 385390 | 1140 | 386530 | 9.27 | 0 |
| (2) Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 9112 | 3850 | 12962 | 0.31 | 7931 | 3850 | 11781 | 0.28 | (0.03) |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders | | | | | | | | | |

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % Change during the year |
|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| holding nominal share capital upto Rs. 1 lakh | 174625 | 367490 | 542115 | 13.00 | 166753 | 363920 | 530673 | 12.73 | (0.27) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 85254 | 10550 | 95804 | 2.30 | 98352 | 10550 | 108902 | 2.61 | 0.31 |
| c) Others (specify) | | | | | | | | | |
| Non Resident | | | | | | | | | |
| Individuals (rep) | 1433 | 300 | 1733 | 0.04 | 1833 | 300 | 2133 | 0.05 | 0.01 |
| Non Resident | | | | | | | | | |
| Indians (non rep) | 1875 | 1800 | 3675 | 0.09 | 1000 | 1800 | 2800 | 0.07 | (0.02) |
| Sub-total (B) (2) | 272299 | 383990 | 656289 | 15.74 | 275869 | 380420 | 656289 | 15.74 | 0 |
| Total Public Share holdings | | | | | | | | | |
| (B) = (B) (1) + (B) (2) | 656179 | 386640 | 1042819 | 25.01 | 661259 | 381560 | 1042819 | 25.01 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 3783970 | 385130 | 4169100 | 100.00 | 3787540 | 381560 | 4169100 | 100 | 0 |

ii) Shareholding of Promoter:

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % Change in shareholding during the year |
|---------|---------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total shares of the Company | % of shares Pledged / encumbered to total shares | No. of shares | % of total shares of the Company | % of shares Pledged / encumbered to total shares | |
| 1 | Gautam P Khandelwal | 110751 | 2.66 | 0 | 110751 | 2.66 | 0 | 0 |
| 2 | Suelve G Khandelwal | 101580 | 2.44 | 0 | 101580 | 2.44 | 0 | 0 |
| 3 | Geeta P Khandelwal | 115040 | 2.76 | 0 | 115040 | 2.76 | 0 | 0 |
| 4 | Sia G Khandelwal | 40250 | 0.97 | 0 | 40250 | 0.97 | 0 | 0 |
| 5 | Tara G Khandelwal | 40190 | 0.96 | 0 | 40190 | 0.96 | 0 | 0 |
| 6 | Uday Siddharth Khandelwal | 40250 | 0.97 | 0 | 40250 | 0.97 | 0 | 0 |
| 7 | Khandelwals Limited | 2678220 | 64.24 | 0 | 2678220 | 64.24 | 0 | 0 |
| | Total | 3126281 | 74.99 | 0 | 3126281 | 74.99 | 0 | 0 |

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

| Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|----------------------------------|---|----------------------------------|
| | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| At the beginning of the year | 3126281 | 74.99 | 3126281 | 74.99 |
| Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | * | * | * | * |
| At the end of the year | 3126281 | 74.99 | 3126281 | 74.99 |

* There is no change in the total shareholding of promoters between 01.04.2015 and 31.03.2016.

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sr. No. | For Each of the Top 10 Shareholders * | Shareholding at the beginning of the year (01.04.2015) | | Shareholding at the end of the year (31.03.2016) | |
|---------|---------------------------------------|--|----------------------------------|--|----------------------------------|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1 | Life Insurance Corporation Of India | 384750 | 9.2286 | 384750 | 9.2286 |
| 2 | Bhagwat Devidayal | 12414 | 0.2978 | 12414 | 0.2978 |
| 3 | Uday Acharya | 10550 | 0.2531 | 10550 | 0.2531 |
| 4 | Chandraprakash Kabra | 8643 | 0.2073 | 8643 | 0.2073 |
| 5 | Devendra Khanduri | 6550 | 0.1571 | 6550 | 0.1571 |
| 6 | Gulab Nihalchand Jain | 5400 | 0.1295 | 13098 | 0.3142 |
| 7 | Samta Engineer | 5130 | 0.1230 | 5130 | 0.1230 |
| 8 | Thakker Bhupendra | 4817 | 0.1155 | 4817 | 0.1155 |
| 9 | Ashalata Gupta | 4510 | 0.1082 | 4510 | 0.1082 |
| 10 | Yogesh Harkishanlal Mandalia | 4495 | 0.1078 | 4495 | 0.1078 |

* 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 of Directors and Key Managerial Personnel:

| Sr. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| A | DIRECTORS | | | | |
| | Gautam P Khandelwal (Non –Executive Director) | 110751 | 2.66 | 110751 | 2.66 |
| | Suelve Gautam Khandelwal (Executive Director) | 101580 | 2.44 | 101580 | 2.44 |
| | Ajay Kumar Swarup (Independent Director) | 72840 | 1.75 | 72840 | 1.75 |
| | Nimis Sheth (Independent Director) | 1000 | 0.02 | 1000 | 0.02 |
| B | KEY MANAGERIAL PERSONNEL | | | | |
| | Suelve Gautam Khandelwal (Executive Director) | 101580 | 2.44 | 101580 | 2.44 |
| | Nilesh Mohite (Manager resigned w.e.f. 04.11.2015) | Nil | Nil | Nil | Nil |
| | Roshan D'Souza (CFO) | Nil | Nil | 10 | 0.00 |
| | Reena Yadav (Company Secretary) | Nil | Nil | Nil | Nil |

V. INDEBTEDNESS

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

(Rs. In Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 16.24 | 0 | 0 | 16.24 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 16.24 | 0 | 0 | 16.24 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 14.69 | 0 | 0 | 14.69 |
| * Reduction | 7.63 | 0 | 0 | 7.63 |
| Net Change | 7.06 | 0 | 0 | 7.06 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 23.30 | 0 | 0 | 23.30 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 23.30 | 0 | 0 | 23.30 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

| S.N. | Particulars of Remuneration | Name of MD/WTD/ Manager | Name of MD/WTD/ Manager |
|------|---|--|--|
| | | Mr. Nilesh Mohite Manager (till 04.11.2015) | Mrs. Suelve Gautam Khandelwal |
| 1 | Gross salary | 3.87 | 48.00 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | |
| 2 | Stock Option | N/A | N/A |
| 3 | Sweat Equity | N/A | N/A |
| 4 | Commission- as % of profit- others, specify... | N/A | N/A |
| 5 | Others, please specify | N/A | N/A |
| | Total (A) | 3.87 | 48.00 |
| | Ceiling as per the Act | As per Sec II of Part II of Schedule V to the Co. Act, 2013 is Rs. 30.00 lacs per annum. | As per Sec II of Part II of Schedule V to the Co. Act, 2013 is Rs. 60.00 lacs per annum (with Special Resolution). |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|---|---|---|--------------|
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

Note: No Remuneration was paid to any other director of the Company during the FY 2015-16

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

(Rs. In Lacs)

| SN | Particulars of Remuneration | Key Managerial Personnel | | |
|----|--|----------------------------------|----------------------|-------|
| | | Reena Yadav Company Secretary | Roshan Dsouza CFO | Total |
| 1 | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 4.03 | 5.48 | 9.51 |
| 2 | Stock Option | N/A | N/A | N/A |
| 3 | Sweat Equity | N/A | N/A | N/A |
| 4 | Commission | N/A | N/A | N/A |
| | - as % of profit | N/A | N/A | N/A |
| | others, specify... | N/A | N/A | N/A |
| 5 | Others, please specify | N/A | N/A | N/A |
| | Total | 4.03 | 5.48 | 9.51 |

VII. 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 | - | - | - | - | - |

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

INFORMED TECHNOLOGIES INDIA LIMITED**Report on the Financial Statements**

1. We have audited the accompanying financial statements of INFORMED TECHNOLOGIES INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2016 the Profit and Loss Statement and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of the affairs of the Company as at 31st March 2016 and its Profit and its cash flows for the year ended on that date.

Report On Other Legal and Regulatory Requirements

5. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
6. 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement 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 written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 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" and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements – Refer Note 24 to the financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **M.V. GHELANI & CO.**
CHARTERED ACCOUNTANTS
Firm Regn. No. 119077W

(M. V. GHELANI)
PROPRIETOR

Membership No.: 031105

Place : Mumbai

Date : 27th May 2016

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016.

Annexure referred to in paragraph 5 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Informed Technologies India Limited on the financial statements for the year ended 31st March 2016.

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a phased programme of verification which, in our opinion, is reasonable having regard to the size of the company and nature of its fixed assets. The discrepancies noticed on verification between the physical fixed assets and the books records were not material having regard to nature and size of the operations of the Company and the same have been properly dealt with in books of accounts.
- c) According to the information and explanations given to us and on the basis of documents and records produced before us, the title deeds of immovable properties are held in the current or former name of the company.
- ii) The nature of the company's operations during the year does not require it to hold inventories and as such paragraph 3 (ii) of the Companies (Auditors Report) Order, 2016 ('the Order') is not applicable.
- iii) According to the information and explanation given to us, 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 Companies Act, 2013. Accordingly, the paragraph 3 (iii) (a) to (c) of the order is not applicable to the company.
- iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act in respect of loans, making investments and providing guarantees and securities, as applicable
- v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
- vi) According to the information and explanations given to us, the maintenance of cost records was not prescribed by the Central Government under section 148(1) of the Act, for any of the activities of the Company.
- vii) a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues, applicable to it, with appropriate authorities.

According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise,

value added tax, cess and other statutory dues, applicable to it, were in arrears, as at 31st March 2016 for a period of more than six months from the date they become payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, service tax, excise duty or cess which have not been deposited on account of any dispute, except as stated below:

| Name of the Statute | Nature of dues | Amount Demanded (Rs. in lacs) | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|--------------------------------|-------------------------------|------------------------------------|--|
| The Income Tax-Act, 1961 | Income-Tax, Including Interest | 4.66 | A.Y. 2009 -2010 | Appellate Tribunal, Mumbai |
| | | 5.35 | A.Y. 2010 -2011 | Commissioner of Income Tax (Appeals), Mumbai |
| | | 4.18 | (A.Y. 2011 -2012) | Commissioner of Income Tax (Appeals), Mumbai |
| | | 10.30 | (A.Y. 2013 -2014) | Commissioner of Income Tax (Appeals), Mumbai |
| | | 8.04 | (A.Y. 2014 -2015) | Commissioner of Income Tax (Appeals), Mumbai |

- viii) According to the information and explanations given to us and the records made available to us, the Company has not defaulted in repayment of dues to any financial institution, banks or debenture holders during the year.
- ix) According to the information and explanations given to us the Company has not raised money by way of initial public offer or further public and raised the term loan (being car loan) was applied for the purpose for which the loan was obtained.
- x) Based on the audit procedures performed by us, to the best of our knowledge and belief and according to the information and explanation given to us by the Management, no fraud by the Company or fraud on the company by its officers or employee has been noticed or reported during the year.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on the documents and records produced before us, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi) According to the information and explanation given to us and based on the documents and records produced before us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **M.V. GHELANI & CO.**
CHARTERED ACCOUNTANTS
Firm Regn. No. 119077W

(M. V. GHELANI)
PROPRIETOR
Membership No.: 031105

Place : Mumbai

Date : 27th May 2016

ANNEXURE B TO THE AUDITOR'S REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)**

- 1 We have audited the internal financial controls over financial reporting of INFORMED TECHNOLOGIES INDIA LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

- 2 The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that operate effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

- 3 Our responsibility is to express an opinion on the Company's Internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls, both issued by the 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

- 6 In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal financial controls 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 ICAI.

For **M.V. GHELANI & CO.**
CHARTERED ACCOUNTANTS
Firm Regn. No. 119077W

(M. V. GHELANI)
PROPRIETOR
Membership No.: 031105

Place : Mumbai

Date : 27th May 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

| Particulars | Note No. | As at 31st March, 2016 | | As at 31st March, 2015 |
|---|-------------|------------------------------|--------------------|------------------------------|
| I EQUITY AND LIABILITIES | | | | |
| 1 Shareholders' funds | | | | |
| (a) Share capital | 2 | 41,691,000 | | 41,691,000 |
| (b) Reserves and surplus | 3 | 95,675,532 | 137,366,532 | 91,174,091 |
| | | | | 132,865,091 |
| 2 Non-current liabilities | | | | |
| (a) Long-term borrowings | 4 | 1,426,704 | | 942,516 |
| (b) Other Long term liabilities | 5 | 750,000 | | 900,000 |
| (c) Long-term provisions | 6 | 1,735,396 | 3,912,100 | 114,879 |
| | | | | 1,957,395 |
| 3 Current liabilities | | | | |
| (a) Trade payables | 7 | | | |
| (i) Dues to Micro and Small Enterprises | | - | | - |
| (ii) Dues to Others | | 2,121,255 | | 2,345,407 |
| (b) Other current liabilities | 8 | 11,054,119 | | 10,451,674 |
| (c) Short-term provisions | 9 | 5,493,481 | 18,668,855 | 5,056,124 |
| TOTAL | | | 159,947,487 | 152,675,691 |
| II ASSETS | | | | |
| 1 Non-current assets | | | | |
| (a) <u>Fixed assets</u> | 10 | | | |
| (i) Tangible assets | | 31,725,350 | | 31,786,244 |
| (ii) Intangible assets | | 306,093 | | 484,127 |
| (b) Non-current investments | 11 | 62,981,842 | | 62,147,056 |
| (c) Long-term loans and advances | 12 | 1,969,782 | 96,983,067 | 1,791,306 |
| | | | | 96,208,733 |
| 2 Current assets | | | | |
| (a) Current investments | 13 | 46,796,477 | | 46,431,711 |
| (b) Trade receivables | 14 | 5,082,495 | | 5,615,095 |
| (c) Cash and cash equivalents | 15 | 4,706,945 | | 3,568,919 |
| (d) Short-term loans and advances | 16 | 6,297,302 | | 851,233 |
| (e) Other current assets | 17 | 81,201 | 62,964,420 | - |
| TOTAL | | | 159,947,487 | 152,675,691 |

Summary of Significant Accounting Policies 1

Other Notes on Financial Statements 23 to 34

Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our report of even date.

As per our report of even date attached
For M.V.Ghelani & Co.
Chartered Accountants
Firm Regn. No. 119077W

M.V.Ghelani
Memb. No.031105
Proprietor
Mumbai : 27th May, 2016

For and on behalf of the Board

Gautam P. Khandelwal
DIN 00270717
Chairman

Nimis Sheth
DIN 00482739
Director

Reena yadav
(ICSI Reg.No.A36429)
Company Secretary

Mumbai : 27th May, 2016

Roshan Dsouza
Chief Finance Officer

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | Note No. | For the Year ended 31st March, 2016 | For the Year ended 31st March, 2015 |
|--|----------|---|---|
| I Revenue from operations | 18 | 30,893,180 | 24,910,465 |
| II Other income | 19 | 17,411,751 | 17,431,885 |
| III Total Revenue (I+II) | | <u>48,304,931</u> | <u>42,342,350</u> |
| IV EXPENSES: | | | |
| Employee benefits expense | 20 | 13,302,073 | 8,171,176 |
| Finance costs | 21 | 335,551 | 201,716 |
| Depreciation and amortization expense | 10 | 2,852,736 | 3,100,894 |
| Other expenses | 22 | 17,729,884 | 16,585,397 |
| Total expenses | | <u>34,220,244</u> | <u>28,059,182</u> |
| V Profit before exceptional and extraordinary items and tax (III-IV) | | 14,084,687 | 14,283,167 |
| VI Exceptional items | | - | - |
| VII Profit before extraordinary items and tax(V-VI) | | 14,084,687 | 14,283,167 |
| VIII Extraordinary Items | | - | - |
| IX Profit before tax (VII-VIII) | | 14,084,687 | 14,283,167 |
| X Tax expense: | | | |
| (1) Current tax | | 4,565,415 | 4,000,000 |
| (2) Deferred tax | | - | - |
| (3) Prior period tax | | - | - |
| (4) Excess/Short Provision for tax of prior years (Net) | | - | - |
| Add/(Less): MAT Credit Entitlement | | - | - |
| XI Profit for the period (IX-X) | | <u>9,519,272</u> | <u>10,283,167</u> |
| XII Earnings per equity share | | | |
| Basic & Diluted | 27 | 2.283 | 2.467 |
| Significant Accounting Policies | | 1 | |
| Other Notes on Financial Statements | | 23 to 34 | |

Notes referred to above form an integral part of the Profit & Loss Account. This is the Profit & Loss Account referred to in our report of even date.

As per our report of even date attached
For M.V.Ghelani & Co.
Chartered Accountants
Firm Regn. No. 119077W

M.V.Ghelani
Memb. No.031105
Proprietor
Mumbai : 27th May, 2016

For and on behalf of the Board

Gautam P. Khandelwal
DIN 00270717
Chairman

Nimis Sheth
DIN 00482739
Director

Reena yadav
(ICSI Reg.No.A36429)
Company Secretary

Roshan Dsouza
Chief Finance Officer

Mumbai : 27th May, 2016

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**1 Significant Accounting Policies:****1.1 Basis for preparation of financial statement:**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Fixed Assets and Depreciation:**1.3.1 Tangible Assets**

Tangible assets are stated at Cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Cost of tangible assets comprises the purchase price, borrowing cost and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to the acquisition of fixed assets that takes a substantial period of time to get ready for its intended use are also included in cost to the extent they relate to the period till such assets are put to use. Assets purchased for less than Rs. 5,000/- are not capitalised. Depreciation on tangible assets is provided on Straight Line Method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, except in respect of the following assets, where the useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely :

| | |
|-----------|-----------|
| Furniture | 1-9 years |
|-----------|-----------|

| | |
|-------------------------|---------|
| Electrical Installation | 2 years |
|-------------------------|---------|

Depreciation on assets purchased / sold during the period is proportionately charged.

1.3.2 Intangible assets and Amortisation:

Intangible assets are stated at Cost of acquisition, less accumulated amortisation / depletion and accumulated impairment losses, if any, are amortized over a period of 6 years or license period, whichever is lower.

1.4 Investments:

Investments are classified into non-current Investments and current investments. Non current investments are stated at cost and diminution in value is provided for, where the management is of the opinion that the diminution in value is other than temporary. Current investments are stated at lower of cost and fair value. When disposing of a part

of the holding of an individual investment, the carrying amount of cost allocated to the part that is disposed is determined on the basis of the average carrying amount of the total holding of the investment.

1.5 Trade Receivables and Loans and Advances:

Trade Receivables and Loans and Advances are stated after making adequate provision for doubtful balances.

1.6 Revenue Recognition:

Revenue is recognised only when it can be reliably measured and when no significant uncertainty exists regarding the amount of consideration that will be derived from the rendering the service. Dividend income is recognised when right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

1.7 Retirement Benefits:

- i) The Company makes contribution towards Provident Fund & Family Pension Fund which are defined contribution schemes. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. Liability in respect thereof is determined on the basis of contribution as required under the statute/rules.
- ii) The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end.
- iii) Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit and Loss Statement.

1.8 Foreign Exchange Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Exchange difference arising out of the said transactions other than those relating to fixed assets are recognised in the Profit and Loss Account. Exchange difference in respect of liabilities incurred for the acquisition of fixed assets are adjusted to the cost of the assets.

Monetary assets and liabilities denominated in foreign currency are translated at the exchange rates prevailing on the balance sheet date.

1.9 Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

1.10 Taxation:

Income tax expense comprises of current tax and deferred tax. The deferred tax charge or credit is recognised using current tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available to realise the same. Other deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future income will be available to realise the same. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws, to reassess realisation/liabilities.

1.11 Leases:**1.11.1 Finance Lease**

Finance Lease, which transfer substantially all the risks and rewards incident to ownership of the leased item, are capitalized at the lower of the fair value of the leased asset and present value of the minimum lease payment of the leased asset at the inception of the lease term and disclosed as leased assets.

1.11.2 Operating Lease

The assets given under operating lease are shown in the balance sheet under fixed assets and depreciated on a basis consistent with the depreciation policy of the company. The net lease income is recognised in the profit & loss account on a straight line basis over the period during which the benefit is derived from the leased assets.

1.12 Provision, Contingent Liabilities and Contingent Assets:

Provision is recognised in the accounts when there is a present obligation as a result of past events(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Contingent liabilities are usually not provided for unless it is probable that the future outcome may be materially detrimental to the Company and are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.13 Segment Reporting:

The Company is principally engaged in the business of Business process outsourcing which is the only reportable segment as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India on "Segment Reporting".

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | As at 31st March,2015 | | |
|--|------------------------------|------------------------------|----------------------|--------------------|
| 2 SHARE CAPITAL | | | | |
| Authorised Share Capital : | | | | |
| 70,00,000 Equity Shares of ` 10 each (Previous Year 7,000,000 of ` 10 each) | 70,000,000 | 70,000,000 | | |
| 50,000 15% (Free of Company's tax, but subject to deduction of tax at source at the prescribed rates) "A" Cumulative Redeemable Preference Shares of ` 100 each (Previous Year 50,000 of ` 100 each) | 5,000,000 | 5,000,000 | | |
| TOTAL | 75,000,000 | 75,000,000 | | |
| Issued, Subscribed and Paid-up : | | | | |
| 4,169,100 Equity Shares of ` 10 each fully paid up (Previous Year 4,169,100 of ` 10 each) | 41,691,000 | 41,691,000 | | |
| TOTAL | 41,691,000 | 41,691,000 | | |
| 2.1 The Reconciliation of the number of shares outstanding is set out below: | | | | |
| Equity shares at the beginning of the year | 4,169,100 | 4,169,100 | | |
| Add: Shares issued during the year | - | - | | |
| Less: Shares cancelled/bought back during the year | - | - | | |
| Equity shares at the end of the year | 4,169,100 | 4,169,100 | | |
| 2.2 The Equity Shares of the Company have voting rights and are subject to the restrictions as prescribed under the Companies Act, 2013. | | | | |
| 2.3 The details of Shareholders holding more than 5 percent shares: | | | | |
| | As at 31st March 2016 | As at 31st March 2015 | | |
| Name of the shareholder | No. of Shares | % held | No. of Shares | % held |
| 1) Khandelwals Limited, Holding Company | 2,678,220 | 64.24 | 2,678,220 | 64.24 |
| 2) Life Insurance Corporation of India Ltd. | 384,750 | 9.23 | 384,750 | 9.23 |
| 2.4 Disclosures pursuant to Note no. 6(A)(h,i,j,k,l) of Part I of Schedule III to the Companies Act,2013 is NIL. | | | | |
| 3 RESERVES AND SURPLUS | | | | |
| SURPLUS i.e. PROFIT & LOSS ACCOUNT | | | | |
| As per last Balance Sheet | | 91,174,091 | | 86,172,085 |
| Less: Adjustments relating to Fixed Assets(Refer Note No. 10.3) | | - | | (263,331) |
| Add: Profit after tax for the period | | 9,519,272 | | 10,283,167 |
| | (A) | 100,693,363 | | 96,191,921 |
| <u>Less: Appropriations</u> | | | | |
| Proposed Dividend on Equity shares | | (4,169,100) | | (4,169,100) |
| Dividend Rupee One per share (Previous Year Rupee One) | | | | |
| Dividend Distribution Tax | | (848,731) | | (848,731) |
| | (B) | (5,017,831) | | (5,017,831) |
| Total | | 95,675,532 | | 91,174,090 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | | As at 31st March,2015 | |
|---|--------------------------|----------------|--------------------------|----------------|
| | Non Current | Current | Non Current | Current |
| 4 LONG TERM BORROWINGS | | | | |
| Secured Loans | | | | |
| Term loans | | | | |
| a From banks | | | | |
| ICICI Bank- Car Loan | - | 289,734 | 289,734 | 357,514 |
| - Fixed Interest @ 10.38% p.a. | | | | |
| - Secured by hypothecation of motor car purchased under the loan | | | | |
| - Repayment in 47 Equated Monthly Instalments (EMI) of ` 34,000 each till December, 2016, of which principal sum therein totalling to ` 289,734 payable over balance 9 EMI are short term maturities. (Refer Note 8) | | | | |
| b From other parties- | | | | |
| Kotak Mahindra Prime Ltd-Car Loan I | 294,031 | 358,752 | 652,783 | 324,086 |
| - Fixed interest @ 10.21% p.a. | | | | |
| - Secured by hypothecation of motor car purchased under the loan | | | | |
| - Repayment in 59 Equated Monthly instalments (EMI) of ` 34,075/- each till December, 2017, of which principal sum therein totalling to ` 294,031 payable over balance 9 EMI are short term maturities. (Refer Note 8) | | | | |
| Kotak Mahindra Prime Ltd-Car Loan II | 1,132,673 | 254,654 | - | - |
| -Fixed interest @ 10.21% p.a. | | | | |
| -Secured by hypothecation of motor car purchased under the loan | | | | |
| -Repayment in 59 Equated Monthly instalments (EMI) of ` 31,065/- each till October, 2020, of which principal sum therein totalling to ` 11,32,673/- payable over balance 43 EMI are long term maturities.(Refer Note 8) | | | | |
| Total | 1,426,704 | 903,140 | 942,516 | 681,600 |

4.1 There has been no default in repayment of principle and interest on the above loans.

5 OTHER LONG TERM LIABILITIES

Others

| | | |
|-------------------|----------------|----------------|
| Security Deposits | 750,000 | 900,000 |
| Total | 750,000 | 900,000 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | | As at 31st March,2015 | |
|--|---|------------------|--------------------------|------------------|
| | Non Current | Current | Non Current | Current |
| 6 LONG TERM PROVISIONS | | | | |
| Provision for employee benefits: (Refer note 9) | 95,779 | 475,650 | 114,879 | 38,293 |
| Provision for Tax (Net of Advance Tax) | 1,639,617 | - | - | - |
| Total | 1,735,396 | 475,650 | 114,879 | 38,293 |
| 6.1 | The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end. | | | |
| 7 TRADE PAYABLES | | | | |
| <u>(i)To Micro and Small Enterprises</u> | | | | |
| (a) Principal and interest amount remaining unpaid | | - | | - |
| (b) Interest due thereon remaining unpaid | | - | | - |
| (c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day | | - | | - |
| (d)Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Act, 2006 | | - | | - |
| (e) Interest Accrued and remaining unpaid | | - | | - |
| (f) Interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises | | - | | - |
| Total (i) | | - | | - |
| (ii) Others | | 2,121,255 | | 2,345,407 |
| Total (ii) | | 2,121,255 | | 2,345,407 |
| Total (i) + (ii) | | 2,121,255 | | 2,345,407 |

7.1 The balances of Trade Payables are subject to confirmation.

7.2 In the absence of information with the company, the names of Micro, Small and Medium Enterprises to whom the company owes any sum together with interest outstanding for more than 30 days have not been given. The Auditors have relied upon this management representation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|--|---------------------------|---------------------------|
| 8 OTHER CURRENT LIABILITIES | | |
| Current maturities of long term debt | | |
| (Refer Note 4) | | |
| <u>From banks</u> | | |
| ICICI Bank- Car Loan (Repayment in 9 EMI of ₹ 34,000 each for principal sum and interest) | 289,734 | 357,514 |
| <u>From other parties-</u> | | |
| Kotak Mahindra Prime Ltd.- Car Loan I (Repayment in 9 EMI of ₹ 34,075 each for principal sum and interest) | 358,752 | 324,086 |
| Kotak Mahindra Prime Ltd.- Car Loan II (Repayment in 12 EMI of ₹ 31,065 each for principal sum and interest) | 254,654 | |
| | <u>903,140</u> | <u>681,600</u> |
| Income received in advance | - | 300,000 |
| Unpaid dividends | 1,303,423 | 1,086,365 |
| Other payables | 8,847,556 | 8,383,709 |
| Total | <u>11,054,119</u> | <u>10,451,674</u> |

8.1 Other payables includes statutory dues, security deposits and rent payable.

9 SHORT TERM PROVISIONS

| | | |
|--|------------------|------------------|
| Provision for employee benefits | 475,650 | 38,293 |
| (Refer note 6) | | |
| Others | | |
| Proposed dividend | 4,169,100 | 4,169,100 |
| Tax on Distributed Profits (Dividend) | 848,731 | 848,731 |
| Total | <u>5,493,481</u> | <u>5,056,124</u> |

9.1 The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Note 10: FIXED ASSETS

| PARTICULARS | GROSS BLOCK | | | DEPRECIATION/AMORTISATION | | | | NET BLOCK | | |
|--------------------------------|---------------------|---------------------------------|---|---------------------------|---------------------|---------------------------------|--|--------------------------------------|---------------------|---------------------|
| | As at 01.04.2015 | Additions during the year | Deductions/ Adjustments during the year | As at 31.03.2016 | As at 01.04.2015 | Depreciation For the year | Deductions / Adjustments during the year | Adjusted With Retained Earning | As at 31.03.2016 | As at 31.03.2015 |
| Tangible Assets | | | | | | | | | | |
| <u>Own Assets</u> | | | | | | | | | | |
| Buildings-Freehold | 24,000,052 | - | - | 24,000,052 | 6,822,542 | 466,271 | - | - | 16,711,239 | 17,177,510 |
| Plant and Equipment | | | | | | | | | | |
| a. Computers | 2,281,931 | 153,050 | 70,267 | 2,364,714 | 1,641,001 | 289,466 | 67,503 | - | 501,751 | 640,929 |
| b. Electrical Installation | 828,863 | 656,484 | - | 1,485,347 | 628,088 | 172,768 | - | - | 684,490 | 200,775 |
| Furniture & Fixtures | 2,664,177 | - | - | 2,664,177 | 1,763,908 | 336,791 | - | - | 563,479 | 900,268 |
| Vehicles | 7,186,514 | 1,971,455 | 2,052,884 | 7,105,085 | 2,760,576 | 896,270 | 1,488,791 | - | 4,937,028 | 4,425,938 |
| Office Equipment | 1,871,324 | 401,039 | 27,338 | 2,245,025 | 620,344 | 378,836 | 25,971 | - | 1,271,816 | 1,250,980 |
| Total | 38,832,861 | 3,182,028 | 2,150,489 | 39,864,399 | 14,236,458 | 2,540,402 | 1,582,265 | - | 24,669,803 | 24,596,399 |
| <u>Leased Assets</u> | | | | | | | | | | |
| Buildings Leasehold | 8,537,100 | - | - | 8,537,100 | 1,347,252 | 134,301 | - | - | 7,055,547 | 7,189,848 |
| Total Tangible Assets | 47,369,961 | 3,182,028 | 2,150,489 | 48,401,499 | 15,583,710 | 2,674,703 | 1,582,265 | - | 31,725,350 | 31,786,246 |
| Intangible Assets | | | | | | | | | | |
| Computers Software | 873,441 | - | - | 873,441 | 389,314 | 178,034 | - | - | 306,093 | 484,127 |
| Total Intangible Assets | 873,441 | - | - | 873,441 | 389,314 | 178,034 | - | - | 306,093 | 484,127 |
| Grand Total | 48,243,402 | 3,182,028 | 2,150,489 | 49,274,940 | 15,973,024 | 2,852,737 | 1,582,265 | - | 32,031,443 | 32,270,371 |
| Previous year | 47,301,934 | 2,148,759 | 1,207,291 | 48,243,402 | 13,793,034 | 3,100,894 | 1,184,231 | 263,331 | 32,270,371 | 33,508,902 |

10.1 Buildings-Freehold Include:

The face value of shares held in co-operative housing societies amounting to ` 81,750/- viz:

- (a) Shree Nirmal Commercial Limited: 765 shares of `100 each fully paid up.
- (b) The Malabar Hill Co-Operative Housing Society Limited: 105 Shares of ` 50 each fully paid up

The Net Block of both the above premises included herein is `16,711,239/- (Previous Year `17,093,520/-)

10.2 Buildings-Leasehold Include:

Unit No.302, 303 & 304 at Mahape, having aggregate Gross Block value ` 85,37,100/- (Previous Year ` 85,37,100/-) have been acquired on 95 years lease from MIDC.

10.3 Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Fixed Assets and Depreciation. Accordingly the unamortised carrying value is being depreciated/amortised over the revised/remaining useful lives. The Written down value of Fixed Assets having NIL balance useful life as at 1st April 2014 has been adjusted net of tax, in the opening balance of retained earnings as on 1/04/2014.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | As at 31st March,2015 |
|--|--------------------------|--------------------------|
| 11 NON-CURRENT INVESTMENTS | | |
| (At Cost Less permanent diminution in value (if any)) | | |
| OTHER INVESTMENTS | | |
| Investments in Equity Instruments- Unquoted, Fully paid up | | |
| Gras Education and Training Services Pvt. Ltd. | 22,537,500 | 22,537,500 |
| [1,59,957 Equity Shares (Previous Year :1,59,957) of ` 10 each] | | |
| Amigo Sport Private limited | 24,999,250 | 24,999,250 |
| [5,263 Equity Shares (Previous Year :5,263) of ` 10 each] | | |
| Gujarat Steel Tubes Limited | 375 | 375 |
| [180 Equity Shares (Previous year :180) of ` 10/- each] | | |
| Less: Provision for diminution in value of investments | (375) - | (375) - |
| Total Unquoted investments (i) | 47,536,750 | 47,536,750 |
| Investments in Equity Instruments- Quoted, Fully paid up | | |
| Zenith Birla (India) Ltd | 622 | 622 |
| [22 Equity Shares (Previous year :22) of ` 10/- each] | | |
| Birla Precision Technologies Ltd | - | - |
| (7 equity shares (Previous year :7) of ` 2/- each) | | |
| (Received on demerger from - Zenith Birla (India) Limited) | | |
| Mahindra & Mahindra Financial Services Ltd | 520,516 | 520,516 |
| [2,580 Equity Shares (Previous year : 2,580) of ` 2/- each] | | |
| Nagpur Power & Industries Ltd | 10,290,038 | 10,290,038 |
| [2,54,232 Equity Shares (Previous year : 2,54,232) of ` 10/- each] | | |
| Globus Spirits Ltd | 2,500,000 | 2,500,000 |
| (25,000 equity shares (Previous year:25,000) of ` 10/- each) | | |
| Power Grid Corporation of India Ltd | 2,133,917 | 1,299,130 |
| (18,273 equity shares (Previous year: 12,773) of ` 10/- each) | | |
| Total Quoted Investments (ii) | 15,445,092 | 14,610,306 |
| Total Non Current Investments (i + ii) | 62,981,842 | 62,147,056 |
| Aggregate amount of quoted investments | 15,445,092 | 14,610,306 |
| Market value of quoted investments | 11,236,391 | 10,347,847 |
| Aggregate amount of unquoted investments | 47,537,125 | 47,537,125 |
| Aggregate provision for diminution in value of investments | 375 | 375 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|--|---------------------------|---------------------------|
| 12 LONG TERM LOANS AND ADVANCES | | |
| (Unsecured, Considered Good) | | |
| Security Deposits | 805,380 | 744,965 |
| Other Loans and Advances | | |
| Service tax credit | 1,164,402 | 1,046,341 |
| Total | <u>1,969,782</u> | <u>1,791,306</u> |

12.1 Security Deposits of ₹ 4000 are subject to confirmation.

12.2 In the opinion of the board, loans and advances have a value on realisation in the ordinary course of business at least equal to the sums stated.

13 CURRENT INVESTMENTS

(At lower of cost or market value)

Investments in Mutual Funds- Unquoted

| | | |
|--|------------------|------------------|
| In Units of Canara Robeco Dynamic Bond Fund- Regular Growth | 3,866,125 | 7,123,919 |
| (298,909.513 units (Previous year: 550,785.840 Units) | 3,866,125 | 7,123,919 |

Investments in Equity Instruments- Quoted, Fully paid up

| | | |
|--|-----------|-----------|
| ACC Ltd (500 equity shares (Previous year:500) of ₹ 10/- each) | 678,251 | 678,251 |
| Ashiana Housing Ltd (22,186 equity shares (Previous year:21,186) of ₹ 2/- each) | 2,458,757 | 2,202,619 |
| Anant Raj Industries Ltd (Nil equity shares (Previous year:17,000) of ₹ 2/- each) | - | 859,633 |
| Ashok Leyland Ltd (74,500 equity shares (Previous year:72,500) of ₹ 1/- each) | 2,499,858 | 2,357,521 |
| Alembic Pharmaceuticals Ltd (7,600 equity shares (Previous year:7,000) of ₹ 2/- each) | 2,581,261 | 2,166,287 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | As at 31st March,2015 |
|---|--------------------------|--------------------------|
| Axis Bank Ltd (500 equity shares (Previous year:Nil) of ` 2/- each) | 276,410 | - |
| Balaji Telefilms Ltd (82,000 equity shares (Previous year:56,000) of ` 2/- each) | 5,276,257 | 2,930,502 |
| BF Utilities Ltd (Nil equity shares (Previous year:800) of ` 5/- each) | - | 428,825 |
| BASF India Ltd (450 equity shares (Previous year:450) of ` 10/- each) | 563,757 | 563,757 |
| Ballarpur Industries Ltd (192,000 equity shares (Previous year:192,000) of ` 2/- each) | 2,943,695 | 2,943,695 |
| City Union Bank Ltd (Nil equity shares (Previous year:10,000) of ` 1/- each) | - | 586,612 |
| Crompton Greaves Consumer Electricals Ltd (8,100 equity shares (Previous year:Nil) of ` 2/- each) (In lieu of demerger on Crompton Greaves Ltd) | 1 | - |
| Crompton Greaves Ltd (8,100 equity shares (Previous year:8,100) of ` 2/- each) | 1,445,156 | 1,445,157 |
| Dish TV India Ltd (47,500 equity shares (Previous year:34,000) of ` 1/- each) | 3,128,879 | 1,623,380 |
| EPC Industries Ltd (6,000 equity shares (Previous year:6,000) of ` 10/- each) | 727,923 | 727,923 |
| HDFC Bank Ltd (400 equity shares (Previous year:Nil) of ` 2/- each) | 410,561 | - |
| HDFC Ltd (400 equity shares (Previous year:Nil) of ` 2/- each) | 499,797 | - |
| Hindalco Industries Ltd (9,100 equity shares (Previous year:9,100) of ` 1/- each) | 1,291,572 | 1,291,572 |
| IDFC Bank Ltd (2,000 equity shares (Previous year:Nil) of ` 10/- each) | 110,006 | - |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March,2016 | As at 31st March,2015 |
|---|--------------------------|--------------------------|
| Infra Development Finance Limited (2,000 equity shares (Previous year:2,000) of ` 10/- each) | 169,055 | 279,061 |
| ING Vysya Bank Ltd (Nil equity shares (Previous year:600) of ` 10/- each) | - | 503,674 |
| IRB Infra Dev Ltd. (Nil equity shares (Previous year:1,000) of ` 10/- each) | - | 270,628 |
| ITC Ltd (1,000 equity shares (Previous year:Nil) of ` 1/- each) | 313,029 | - |
| Kotak Mahindra Bank Ltd (5,370 equity shares (Previous year:2,150) of ` 5/- each) | 2,752,228 | 1,856,987 |
| Larsen and Toubro Ltd (1,750 equity shares (Previous year:1,450) of ` 2/- each) | 2,499,085 | 2,082,255 |
| Mahindra Lifespace Ltd (Nil equity shares (Previous year:1,000) of ` 10/- each) | - | 396,452 |
| Mahindra & Mahindra Ltd (800 equity shares (Previous year:200) of ` 5/- each) | 1,061,883 | 246,147 |
| Marico Ltd (6,800 equity shares (Previous year:2,900) of ` 1/- each) | 968,132 | 754,250 |
| Network 18 Media (Nil equity shares (Previous year:10,000) of ` 5/- each) | - | 543,205 |
| Nitco Ltd (20,000 equity shares (Previous year:Nil) of ` 10/- each) | 1,002,658 | - |
| Noida Toll Bridge Ltd (92,000 equity shares (Previous year:92,000) of ` 10/- each) | 2,504,326 | 2,504,326 |
| Pidilite Industries Ltd (1,800 equity shares (Previous year:1,800) of ` 1/- each) | 561,980 | 561,980 |
| Saregama India Ltd (Nil equity shares (Previous year:3,500) of ` 10/- each) | - | 597,917 |
| Sintex India Ltd (Nil equity shares (Previous year:4,000) of ` 1/- each) | - | 408,213 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|---|---------------------------|---------------------------|
| Tata Consultancy Services Ltd (100 equity shares (Previous year: Nil) of ` 1/- each) | 231,503 | - |
| Tech Mahindra Ltd (700 equity shares (Previous year: Nil) of ` 5/- each) | 339,509 | - |
| The Indian Hotels Company Ltd (775 equity shares (Previous year: 775) of ` 1/- each) | 42,625 | 42,625 |
| Torrent Power Ltd (9,000 equity shares (Previous year: 9,000) of ` 10/- each) | 1,034,584 | 1,034,584 |
| TV18 Broadcast Ltd (Nil equity shares (Previous year: 97,000) of ` 2/- each) | - | 2,504,295 |
| TV Today Network Ltd (40,200 equity shares (Previous year: 27,200) of ` 5/- each) | 6,574,953 | 3,598,835 |
| Ultratech Cement Ltd (600 equity shares (Previous year: 600) of ` 10/- each) | 1,355,511 | 1,355,511 |
| Less: Provision for diminution in value of investment | (3,372,849) | (1,038,889) |
| Total Current Investments | <u>46,796,477</u> | <u>46,431,711</u> |
| Market Value of quoted investments | 65,353,202 | 55,708,437 |
| Aggregate cost of quoted investments | 46,303,201 | 40,346,680 |
| Aggregate cost of unquoted investments | 3,866,125 | 7,123,919 |
| Aggregate provision for diminution in value of investments | 3,372,849 | 1,038,889 |
| 14 TRADE RECEIVABLES | | |
| Unsecured | | |
| Considered Good | | |
| Others | 5,082,495 | 5,615,095 |
| Total | <u>5,082,495</u> | <u>5,615,095</u> |

14.1 The balances of Trade Receivables are subject to confirmation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | As at 31st March, 2016 | As at 31st March, 2015 |
|---|---------------------------|---------------------------|
| 15 CASH AND CASH EQUIVALENTS | | |
| Balance with Banks | 2,425,444 | 940,653 |
| Cash on Hand | 29,178 | 28,463 |
| Other Bank Balances | | |
| Unclaimed Dividend | 1,303,423 | 1,086,365 |
| Fixed Deposits | 948,900 | 1,513,437 |
| Total | <u><u>4,706,945</u></u> | <u><u>3,568,918</u></u> |
| 16 SHORT TERM LOANS AND ADVANCES | | |
| Unsecured | | |
| Considered Good | | |
| Others | | |
| (i) Advance recoverable in cash or in kind or for value to be received | 422,341 | 316,019 |
| (ii) Other Advances | 5,371,018 | 332,587 |
| (iii) Advance Tax (Net of Provision) | 503,943 | 202,628 |
| Total | <u><u>6,297,302</u></u> | <u><u>851,233</u></u> |
| 16.1 The balances of Loans & Advances are subject to confirmation. | | |
| 16.2 In the opinion of the board, the Loans and Advances have a value on realisation in the ordinary course of business at least equal to the sums stated. | | |
| 16.3 Other advances include inter Company deposit, demand loans and advance against salaries. | | |
| 16.4 Advance recoverable in cash or in kind or for value to be received include advances for expense and prepaid expense. | | |
| 17 OTHER CURRENT ASSETS | | |
| Others | | |
| Interest accrued on loans and Advances | 81,201 | - |
| Total | <u><u>81,201</u></u> | <u><u>-</u></u> |
| 17.1 In the opinion of the board, other current assets have a value on realisation in the ordinary course of business at least equal to the sums stated. | | |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | For the year ended 31st March, 2016 | For the year ended 31st March, 2015 |
|---|--|--|
| 18 REVENUE FROM OPERATIONS | | |
| Sale of Services | 30,893,180 | 24,910,465 |
| Total | <u>30,893,180</u> | <u>24,910,465</u> |
| 19 OTHER INCOME | | |
| Interest | 188,726 | 420,228 |
| Dividend | 779,547 | 601,182 |
| Net gain/loss on sale of Current Investments | 2,086,094 | 2,646,385 |
| Other non-operating income (net of expenses directly attributable to such income) | 14,056,091 | 13,733,672 |
| Profit on sale of assets | 3,744 | - |
| Miscellaneous | 297,550 | 30,419 |
| Total | <u>17,411,751</u> | <u>17,431,885</u> |
| 20 EMPLOYEE BENEFITS EXPENSES | | |
| Salaries and wages | 11,575,508 | 6,656,310 |
| Contribution to provident and other funds | 380,951 | 345,887 |
| Leave salary | 64,655 | 80,324 |
| Gratuity | 443,724 | 61,235 |
| Staff welfare expenses | 280,175 | 184,560 |
| Training Expenses | 557,060 | 842,860 |
| Total | <u>13,302,073</u> | <u>8,171,176</u> |
| 21 FINANCE COSTS | | |
| Interest Expense | | |
| Interest on car loan | 177,951 | 201,716 |
| Interest on shortfall in payment of advance tax | 134,585 | |
| Other Interest | 23,015 | |
| Total | <u>335,551</u> | <u>201,716</u> |
| 22 OTHER EXPENSES | | |
| Power and fuel | 842,317 | 654,425 |
| Repairs to buildings (including maintenance) | 281,401 | 265,239 |
| Insurance | 215,754 | 160,018 |
| Rates and taxes, excluding taxes on income | 366,844 | 309,623 |
| Communication Expenses | 574,078 | 345,076 |
| Professional Fees | 3,997,437 | 3,639,509 |
| Travelling expenses | 2,443,351 | 3,570,292 |
| Conveyance | 656,032 | 574,782 |
| Staff Bus charges | 984,578 | 1,029,336 |
| Brokerage | - | 600,000 |
| Office maintenance Charges | 56,963 | 239,975 |
| Repairs to others | 1,876,057 | 1,418,045 |
| Printing & Stationery | 183,307 | 465,745 |
| Provision for diminution in value of current investment | 2,333,960 | 1,016,239 |
| Donation | 500,000 | 550,000 |
| Payment to Auditor | 268,836 | 190,130 |
| Miscellaneous expenses | 2,148,970 | 1,556,964 |
| Total | <u>17,729,884</u> | <u>16,585,398</u> |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

23. Defined Benefit Plans:

As per Actuarial valuation as on 31st March, 2016 and recognised in the financial statements in respect of employee benefit schemes:

| | Gratuity (In `) | Leave Encashment (In `) |
|--|--------------------|----------------------------|
| A Components of employer expenses: | | |
| a) Interest cost from 01.04.15 to 31.03.16 | 46,783 | 12,254 |
| b) Service cost from 01.04.15 to 31.03.16 | 262,906 | 43,876 |
| c) Actual return on plan assets | 72,280 | N.A |
| d) Curtailment cost/credit | Nil | Nil |
| e) Settlement cost/credit | Nil | Nil |
| f) Past service cost | Nil | Nil |
| e) Actuarial gain/(loss) | (711,877) | (8,525) |
| f) Net cost provided as expense in P&L Account | 949,286 | 64,655 |
| B Net Asset / Liability recognised in Balance Sheet as at 31st March, 2016 | | |
| a) Present value of obligation as at 31.03.16 | 861,639 | 127,705 |
| b) Fair value of plan assets as at 31.03.16 | 417,915 | Nil |
| c) Un-funded / (over-funded) liability recognised in the Balance Sheet | 443,724 | 127,705 |
| C Changes in benefit obligation during the year 31st March, 2016 | | |
| a) Actuarial value of projected benefit obligations (PBO) as at 01.04.2015 | 584,791 | 153,172 |
| b) Service cost from 01.04.15 to 31.03.16 | 262,906 | 43,876 |
| c) Interest cost from 01.04.15 to 31.03.16 | 46,783 | 12,254 |
| d) Curtailment cost / (credit) | Nil | Nil |
| e) Settlement cost / (credit) | Nil | Nil |
| f) Plan amendments | Nil | Nil |
| g) Acquisitions | Nil | Nil |
| h) Actuarial gain/(loss) obligations | (711,877) | (8,525) |
| i) Benefits paid from 01.04.15 to 31.03.16 | Nil | 90,122 |
| j) PBO as at 31.03.16 | 861,639 | 127,705 |
| D Change in the value of plan assets | | |
| a) Fair value of plan assets as at 01.04.15 | 1,089,210 | NA |
| b) Actual return on plan assets | 72,280 | Nil |
| c) Actuarial gain / (loss) | Nil | Nil |
| d) Actual company contribution | Nil | Nil |
| e) Benefits paid | 744,718 | Nil |
| f) Bank balance | 1,143 | Nil |
| g) Plan assets as at 31.03.16 | 417,915 | NA |
| E Actuarial assumptions | | |
| a) Rate of discounting (p.a) | 8.00% p.a. | |
| b) Rate of increase in compensation level (p.a) | 5.00% p.a. | |
| c) Rate of withdrawal (p.a) | 1.00% p.a. | |
| e) Retirement age | 58 years | |

The company has relied on the valuation certificate issued by consulting Actuary for calculating the actuarial value of gratuity liability of the employees of the company in terms of AS 15 (revised) issued by the Institute of Chartered Accountants of India.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

24. Contingent Liabilities and Commitments (to the extent not provided for) (In `)

| Particulars | As at | |
|---|------------------|------------------|
| | 31st March, 2016 | 31st March, 2015 |
| (i) Contingent liability | | |
| (a) Claims against the company not acknowledged as debt: | | |
| In respect of Income Tax Matters | - | |
| (b) Guarantees | 32,54,276 | 18,49,582 |
| (c) Other money for which the company is contingently liable | - | - |
| Commitments | - | - |
| Total contingent liabilities and commitments | 32,54,276 | 18,49,582 |

25. The company has carried forward long term capital loss available for set-off against the future profits under the Income Tax Act, 1961. Considering the nature of business, viz. uncertainty regarding generation of sufficient future income for set off against the said carry forwards, net deferred tax assets at the year end including related credit for the year have not been recognised in these accounts on prudent basis.

26. **Disclosures as required under AS-18, "Related Party Disclosures" are given below:**

a) **Name and Nature of Relationship of the Related Parties:**

| | Name of the Related Party | Nature of Relationship |
|---|--------------------------------|--|
| a | Khandelwals Limited | Holding Company |
| b | Nagpur Power & Industries Ltd. | Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise. |
| c | Meteor Metals & Ores Ltd. | |
| d | Zeppelin Investments Pvt. Ltd. | |
| e | Khandelwal Remedies Pvt. Ltd | |

b) **Name of the Related Parties having transaction with the company during the year and the details of transactions carried out with them :**

| | | |
|----|--|--|
| 1. | Enterprises owned or significantly influenced by any management personnel or their relatives | (In `) |
| a) | Ramprasad Khandelwal Memorial Trust Donation Given | 5,00,000 (5,50,000) |
| | Figures in brackets are related to previous year | |
| 2. | Key Management Personnel | Designation (In `) |
| a) | Miss.Reena Yadav | Company Secretary 4,02,709 (2,39,363) |
| b) | Mrs.Roshan D'souza | Chief Finance Officer 5,47,975 (2,50,351) |
| c) | Mr.Nilesh Mohite | Manager (upto 04.11.015) 387087 (4,33,208) |
| d) | Ms. Suelve Khandelwal -Remuneration | Director 4,800,000 (Nil) |
| | Figures in brackets are related to previous year | |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

3. Relatives of Key Management Personnel * -----Nil-----

* The Company does not have an exhaustive list of business or professions in which relatives of directors of the company have substantial interest. As such, payments made to any such persons, if any have not been identified. This management representation has been relied upon by the auditors.

c) Balance outstanding, amounts written off / written back and provision for doubtful debts as at 31st March, 2016

| SI. No. | PARTICULARS | Balance Outstanding (`) | Written off/ back (`) | Provision for Doubtful Debts |
|----------|---------------------------------|-------------------------------|-----------------------------|------------------------------------|
| 1 | Key Management Personnel | | | |
| a | Ms. Suelve Khandelwal | 3,99,870 (Nil) | Nil (Nil) | Nil (Nil) |

Figures in brackets are related to previous year

27. **Earnings Per Share:** (In `)

| PARTICULARS | | For the year ended 31 st March, 2016 | For the year ended 31 st March, 2015 |
|---|-------|--|--|
| Profit/(loss) for the year (`) | (A) | 95,19,272 | 10,283,167 |
| Number of equity shares outstanding | (B) | 41,69,100 | 41,69,100 |
| Earnings per share (`)(Basic & Diluted) | (A/B) | 2.283 | 2.467 |
| Face value per share (`) | | 10 | 10 |

28. **Payment to auditors** (In `)

| PARTICULARS | For the year ended 31 st March, 2016 | For the year ended 31 st March, 2015 |
|------------------------------------|--|--|
| As auditor | 130,848 | 107,006 |
| For taxation matters | 55,143 | 42,641 |
| For company law matters | - | - |
| For management services | - | - |
| For other services (certification) | 53,683 | 26,038 |
| For reimbursement of expense | 29,162 | 14,445 |
| Total | 268,836 | 190,130 |

29. **Earnings in foreign exchange** (In `)

| PARTICULARS | For the year ended 31 st March, 2016 | For the year ended 31 st March, 2015 |
|------------------------------|--|--|
| Sales | | |
| Business Process Outsourcing | 30,893,180 | 249,10,465 |
| Total | 30,893,180 | 249,10,465 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| | | |
|-------------------------------------|------------------------------------|------------------------------------|
| 30. Expenditure in foreign currency | | (In `) |
| PARTICULARS | For the year ended | For the year ended |
| | 31st March, 2016 | 31st March, 2015 |
| Professional and consultation fees | 3,24,232 | 6,20,169 |
| Other matters: | 5,33,580 | 19,89,600 |
| Foreign travel | 5,57,060 | 8,42,860 |
| Training expenses | | |
| Total | 14,14,872 | 34,52,629 |

31. Fixed assets taken on finance lease on which future obligations towards lease rentals under the lease agreements as on 31st March, 2016 amount to ` Nil
(Previous year ` Nil)

32. The company has entered into licensing agreement with 2 parties for use of its premises and the future minimum license payments under non-cancellable licenses in the aggregate are as under:

| | | |
|--|------------------------------------|------------------------------------|
| PARTICULARS | For the year ended | For the year ended |
| | 31st March, 2016 | 31st March, 2015 |
| Not later than one year | 10,308,000 | 16,128,000 |
| Later than one year and not later than five year | 4,612,903 | 11,208,000 |
| Later than five year | - | - |
| Total | 14,920,903 | 2,73,36,000 |

| | | |
|---|------------------------------------|------------------------------------|
| 33. Remittance in foreign currency on account of dividend | | |
| PARTICULARS | For the year ended | For the year ended |
| | 31st March, 2016 | 31st March, 2015 |
| a) Number of non-resident shareholders | 1 | 1 |
| b) Number of equity shares held by them | 26,78,220 | 26,78,220 |
| c) (i) Amount of dividend paid | Rs. 2,678,220 | Rs. 2,678,220 |
| (ii) Tax Deducted at Source | Nil | Nil |
| (iii) Year to which dividend relates | F.Y. 2014-2015 | F.Y. 2013-2014 |

34. Previous year figures have been reclassified and/or regrouped and/or rearranged wherever necessary to make them comparable with current year figures.

Signature to Notes 1 to 34 forms an integral part of the accounts.

As per our report of even date attached
For M.V.Ghelani & Co.
Chartered Accountants
Firm Regn. No. 119077W

M.V.Ghelani
Proprietor
Memb. No.031105
Mumbai : 27th May, 2016

For and on behalf of the Board of Directors

Gautam P. Khandelwal
DIN 00270717
Chairman

Nimis Sheth
DIN 00482739
Director

Reena yadav
(ICSI Reg.No.A36429)
Company Secretary
Mumbai : 27th May, 2016

Roshan Dsouza
Chief Finance Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| | For the year ended | | Amount in ` |
|--|--------------------|--------------------|--|
| | 31st March, 2016 | | For the year ended 31st March, 2015 |
| Cash Flows From Operating Activities | | | |
| Net Profit before tax | | 14,084,687 | 14,283,167 |
| <u>Adjustments for :</u> | | | |
| Depreciation | 2,852,736 | | 3,100,894 |
| Net Loss on written off/sale of fixed assets | 60,349 | | 23,060 |
| Provision for diminution in value of investment | 2,333,960 | | 1,016,239 |
| Interest Expenses | 335,551 | | 201,716 |
| Dividend Income | (779,547) | | (601,182) |
| Interest Income | (188,726) | | (420,228) |
| Profit on sale of Investments | (2,086,094) | | (2,646,385) |
| Non-Operating Income (Net of expenses) | (14,056,091) | (11,527,862) | (13,733,672) |
| Operating Profit before changes in working capital | | 2,556,825 | 1,223,609 |
| Adjustment for changes in Working Capital | | | |
| (Increase) / Decrease in Trade receivables, loans and advances, other current assets | (4,871,830) | | (320,578) |
| Increase / (Decrease) in Trade payables, other liabilities and provisions | 559,592 | (4,312,238) | (856,908) |
| Cash generated from Operations | | (1,755,413) | 46,123 |
| Income Tax Paid | | (3,361,699) | (3,407,548) |
| Net cash generated from/(used in) Operating Activities (A) | | (5,117,112) | (3,361,425) |
| Cash Flows From Investing Activities | | | |
| Purchase of Fixed Assets | (3,182,028) | | (2,148,759) |
| Proceeds from sale of Fixed Assets | 507,875 | | - |
| Proceeds from Sale / Redumption of Investment | (1,447,418) | | (2,506,232) |
| Dividend Income | 779,547 | | 601,182 |
| Non-Operating Income (Net of expenses) | 14,056,091 | | 13,733,672 |
| Interest Income | 188,726 | | 420,228 |
| Net cash generated from/(used in) Investing Activities (B) | | 10,902,793 | 10,100,091 |
| Cash Flows From Financing Activities | | | |
| Proceeds from Secured Loan | 1,387,327 | | |
| Repayment of car loan | (681,600) | | (615,185) |
| Interest Expenses | (335,551) | | (201,716) |
| Dividend paid (includes tax on distributed profits) | (5,017,831) | | (5,017,831) |
| Net Cash generated from/(used in) Financing Activities (C) | | (4,647,655) | (5,834,732) |
| Net Increase in Cash and Cash Equivalents (A+B+C) | | 1,138,026 | 903,934 |
| Cash & Cash Equivalent at the Beginning of the Period | | 3,568,919 | 2,664,985 |
| Cash & Cash Equivalent at the end of the Period | | 4,706,945 | 3,568,919 |

For M.V.Ghelani & Co.
Chartered Accountants
Firm Regn. No. 119077W

M.V.Ghelani
Proprietor
Memb. No.031105
Mumbai, 27th May,2016

For and on behalf of the Board

Gautam P. Khandelwal
DIN 00270717
Chairman

Nimis Sheth
DIN 00482739
Director

Reena yadav
(ICSI Reg.No.A36429)
Company Secretary
Mumbai, 27th May,2016

Roshan Dsouza
Chief Finance Officer

INFORMED TECHNOLOGIES INDIA LIMITED

Registered Office : 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400 021.

| CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com | Email id: itil_investor@informed-tech.com |

ATTENDANCE SLIP

(PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

| | |
|-------------|---------------------|
| *DP ID: | Regd. Folio No: |
| *Client ID: | No. of Shares Held: |

Name of the Member: _____

Name of the Proxy holder: _____

I hereby record my presence at the 58th Annual General Meeting of the Company to be held on **Tuesday, September 27, 2016 at 11:30 AM** at the Registered Office Address of the Company at 20th Floor, Nirmal Building, Nariman Point, Mumbai - 400 021.

(Signature of the Member/ Proxy)

INFORMED TECHNOLOGIES INDIA LIMITED

Registered Office : 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400 021.

| CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com | Email id: itil_investor@informed-tech.com |

Proxy Form

Form No. MGT-11

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

CIN : L99999MH1958PLC011001
Name of the Company : Informed Technologies India Limited
Name of the Member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No/Client Id /DP Id : _____

I/We, being the Member(s) of _____ Shares of the above named Company, hereby appoint

- Name: Address:
E-mail Id: Signature: or failing him
- Name: Address:
E-mail Id: Signature: or failing him
- Name: Address:
E-mail Id: Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on **Tuesday, September 27, 2016 at 11:30 AM** at the Registered Office Address of the Company at 20th Floor, Nirmal Building, Nariman Point, Mumbai - 21, and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- To receive, consider and adopt the Audited Financial Statements for the Financial year ended March 31, 2016 together with the Directors Report and Auditor's Report thereon
- To declare dividend on Equity shares for the financial year ended March 31, 2016
- To appoint a Director in place of Mrs. Suelve Gautam Khandelwal (DIN 00270811), who retires by rotation and, being eligible, offers herself for re-appointment
- To ratify the appointment of auditors of the Company, and to fix their remuneration

Special Business

- Approval For Related Party Transactions
- Change In Place Of Keeping And Inspection Of Register And Index Of Members, Returns, etc.

Signed this..... day of2016.

Affix
Re. 1/-
Revenue
Stamp

Signature of the Shareholder

Signature of the Proxy holder(s)

Notes:

- 1. 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 (forty eight) hours before the commencement of the meeting.**
- 2. A proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: itil_investor@informed-tech.com | Website: www.informed-tech.com |

BALLOT FORM FORM NO. MGT-12

(Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule No. 21 (1) (c) of the Companies (Management & Administration) Rules 2014

(1) Name(s) of the First Named Shareholder (In block letter) _____

(2) Postal address _____

(3) Registered folio No/ DP Id No / Client ID : _____

(4) Number of Shares held : _____

I/we hereby exercise my/our vote in respect of the Ordinary/ Special resolution enumerated below by recording my/our ascent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

| Resolution No. | Description | I/we assent to the resolution (FOR) | I/we dissent to the resolution (AGAINST) |
|----------------|---|-------------------------------------|--|
| | ORDINARY BUSINESS | | |
| 1 | To receive, consider and adopt the Audited Financial Statements for the Financial year ended March 31, 2016 together with the Directors Report and Auditor's Report thereon | | |
| 2 | To declare dividend on Equity shares for the financial year ended March 31, 2016 | | |
| 3 | To appoint a Director in place of Mrs. Suelve Gautam Khandelwal (DIN 00270811), who retires by rotation and, being eligible, offers herself for re- appointment | | |
| 4 | To ratify the appointment of auditors of the Company, and to fix their remuneration | | |
| | SPECIAL BUSINESS | | |
| 5 | Approval for Related Party Transactions | | |
| 6 | Change In Place Of Keeping And Inspection Of Register And Index Of Members, Returns, Etc. | | |

Place:

Date:

Signature of the Shareholders/Beneficial Owner

Note: (i) if you opt to cast your vote by e-voting there is no need to fill up and send this form

(ii) Last date for receipt of Ballot Form : Monday, September 26, 2016

(iii) Please read the instructions printed overleaf carefully before exercising your vote

INSTRUCTIONS:

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Sanam Umbargikar, Practicing Company Secretary at C-502, Raylon Arcade, Ram Krishna Mandir Road, Next to Pidilite Industries, Kondivita, Andheri East, Mumbai -59 as to reach by 5:00 PM on September 26, 2016. Ballot Form received thereafter will strictly be treated as if not received.
2. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
3. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e., M/s. Link Intime India Private Limited. Members are requested to keep the same updated.
6. There will be only one Ballot Form for every Folio / DP ID & Client ID irrespective of the number of joint members.
7. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his / her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
8. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society etc., a certified copy of the relevant authorization / Board Resolution to vote should accompany the Ballot Form.
9. Instructions for e-Voting procedure are available in the Notice of the Annual General Meeting.

Please follow the steps for e-Voting procedure as given in the Notice of AGM or as available on www.evotingindia.com. In case you have any feedback, queries or issue regarding e voting, please contact helpdesk.voting@cdslindia.com