

**September 14, 2020**

**BSE Limited**

25<sup>th</sup> Floor, P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001  
Scrip Code: 531637

Dear Sirs,

**Sub.: Notice of 25<sup>th</sup> Annual General Meeting alongwith Annual Report of the  
Company for the financial year 2019-20**

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With reference to the above and our letter dated September 6, 2020 regarding Annual Report 2019-20 of the Company along with the Notice of AGM and the same is rectified due to errors found in Annexure-I of Board's Report on Page No. 17 of the Annual Report 2019-20. Please replace the earlier intimation with new intimation as below mentioned.

The 25<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, September 28, 2020 at 04:00 p.m. IST through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website [www.praveg.com](http://www.praveg.com).

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

**For Praveg Communications (India) Limited**

*(Formerly known as Sword and Shield Pharma Limited)*

  
**Mukesh Chaudhary**  
Company Secretary &  
Compliance Officer



**PRAVEG COMMUNICATIONS (INDIA) LIMITED**

(Formerly Sword and Shield Pharma Limited in which Praveg Communications Limited has amalgamated)

Regd. Office: 101 & 102, First Floor, Shanti Arcade, 132' Ring Road, Naranpura, Ahmedabad - 380013

CIN: L24231GJ1995PLC024809 | Phone: +91 79 27496737, 27494266 | Email: [info@praveg.com](mailto:info@praveg.com) | Website: [www.praveg.com](http://www.praveg.com)

Ahmedabad | New Delhi | Mumbai | New Jersey | Atlanta | Sydney



**PRAVEG**

Accelerating ideas

**ANNUAL REPORT 2019-20**

**PRAVEG COMMUNICATIONS (INDIA) LIMITED**



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## Chairman's Message

Dear and Esteemed Fellow Shareowners,

It is my pleasure to share about the successful merger of Praveg Communications Limited with Sword and Shield Pharma Limited into single entity i.e. Praveg Communications (India) Limited. On this occasion, I would like to express my gratitude to the shareholders of erstwhile Sword and Shield Pharma Limited for extending their support in making the merger possible.

The financial year ending on March 31, 2020 was an exceptional year for Praveg. The trust of our clients and the dedication of our employees helped us achieve extraordinary results. The Company achieved Revenue of ₹ 59.87 crores and Profit for the year ₹ 3.65 crores. The Company announced dividend payout of ₹ 2.77 crores for the year.

The Company has been witnessing the impact of COVID-19 since March. Amid this crisis, our main focus has always been safety of our employees, delivery of services to our clients, and financial well-being of the Company. In achieving this, Work From Home policy played a significant role.

Moving forward, the Company is focusing on growing its business with a keen focus on nation building. Expansion of Company's portfolio is the first step towards achieving sustainable growth. Accordingly, it is proposed to endeavor into Real Estate and Energy Sectors.

We are committed to be a good corporate citizen and invite our stakeholders to work hand in hand with us to benefit the communities where we can build a company with a soul.

On the occasion of our Company's 25th AGM, I would like to express my heartiest gratitude to the employees of Praveg for their continued support, hard work and commitment. I would like to thank Board of Directors, Valued Shareholders, Bankers, Financial Institutions, Business Partners and other Stakeholders for their continued guidance and support.

With best wishes,

Sincerely,  
Vishnukumar Patel  
Chairman

August 22, 2020



## Managing Director's Message

Dear Shareholders,

A dream of many ideas coming together, with great passion and an opportunity seized is how Praveg Communications (India) Limited was born.

Our journey of a decade and a half is supported by strong and committed professionals who are working relentlessly for the betterment of the organization.

Today, we are moving forward with dynamism, guided by our vision for the continuous development with a strong presence in the industry. Our long and eventful history, our strong presence in the Event Industry, the methodical expertise of our people but, most of all, our dedication and hard work, give us the strength to carry on successfully and to keep enhancing our position against the competition. Hospitality projects like White Rann Resort and Tent City Narmada have played a key role in accelerating the growth of the Company.

I understand that COVID-19 pandemic has been and will be a difficult time for most industries, including the Event Industry. However, I am certain that, as always, we will conquer this challenge by implementing the best strategies, and will constantly demonstrate the Company's ability to distinguish itself from the rest.

The Company's prospects for growth in the near future focus on expanding its portfolio towards establishing the best possible conditions for multifold growth.

With great pride and pleasure, I take this opportunity to present the first Annual Report (Post-merger) of the Company.

With best wishes,

Sincerely,  
Paraskumar Patel  
Managing Director

August 22, 2020



**Mr. Vishnukumar Patel**

Chairman (Non-Executive Director)  
DIN: 02011649

With over 7 years of rich experience in Construction, Solar Energy and Events, Mr. Vishnukumar Patel is a visionary who enabled the company to achieve its growth objectives.

He also has expertise in Implementation, Planning and Execution of projects along with Cost Benefit Analysis, Project Finance and Minimization of Overhead during and after project implementation.

He is a Practicing Chartered Accountant and the Founder Partner of the M/s. V.V.Patel & Co. He has wide professional experience since 1998, the establishment of the firm.



**Mr. Paraskumar Patel**

Managing Director  
DIN: 00467608

Mr. Paraskumar Patel with over 20 years of in- depth knowledge and experience in the field of advertising and publicity. Ever since the inception of his business in 1994, he has worked on several challenging assignments of state government undertakings, right from preparing assorted promotional materials to conceiving, designing and executing exhibitions at various national and international forums and event management.

With unflinching commitment to the assignments in terms of quality, cost and time, he has endeavored to provide the best value for money to each of his clients and attained constant impressive growth of his agency.

Over the last 20 years, he has designed and executed more than 400 exhibitions and over 2000 designing and printing jobs of promotional materials.





**Mrs. Sunita Patel**

Woman Director (Non-Executive Director)  
DIN: 01752711

She has more than 11 years experience in administration and having role in day to day affairs in the field of advertising and publicity.



**Mr. Ajit Panda**

Independent Director  
DIN: 07123718

Mr. Ajit Panda is a retired Government official with over 13 years of experience at Joint Secretary Level. He had more than 36 years of experience in Government Service.

He was former Chief Commissioner of Income Tax. He served as Commissioner of Income Tax from June 2001 to December 2013 and served as Chief Commissioner of Income Tax from December 2013 to June 2014.

He has a Postgraduate degree in Science - M.Sc. Physics and Law Graduate. He has specialization in Finance, Direct Tax Laws and Administration.



**Mr. Jaladhi Shah**

Independent Director  
DIN: 08795097

A true visionary committed to centered leadership with extensive knowledge in strategic decision making, transformation and go to market expertise. He is based in Ahmedabad and serves a broad range of clients in multiple industries and functions with his work in strategy, organization, and operations. A prolific thinker and avid reader applying new business breakthroughs to his consulting practice.

He has a commerce degree from the prestigious MS University of Baroda and has over 7 years of experience working in the Government of Gujarat. He believes in continuous improvement and true to the belief he practices learning new things every day.

His knowledge base encompasses current affairs, global economic and business trends, productivity growth and innovation. He is the catalyst that organizations need to accelerate achievements today and derive a positional advantage in the changing ecosystem of tomorrow.



**Mr. Rajendrakumar Patel**

Independent Director  
DIN: 06532676

Mr. Rajendrakumar C. Patel is holding degree of B.E. (Mechanical), Gujarat University and M.S. (Mechanical), University of Michigan Ann Arbor, USA. From 1972 to 2018, he, as a Mechanical Engineer, held senior position in Voltas Limited, Blue Star Limited, DAIL, Reliance Industries Limited and SMPS Consultant Limited. He is having vast experience in Engineering Industry.

He has experience of more than 45 years in field of Marketing, execution, services, finance and administration. He also served as visiting faculty at NIT Ahmedabad and Gujarat University.



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Exhibition Stall of  
Gujarat State Petroleum Corporation  
at  
Vibrant Gujarat  
Global Investors' Summit 2009

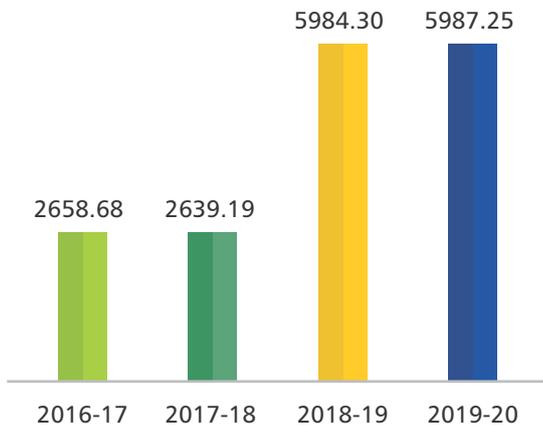


**PRAVEG**

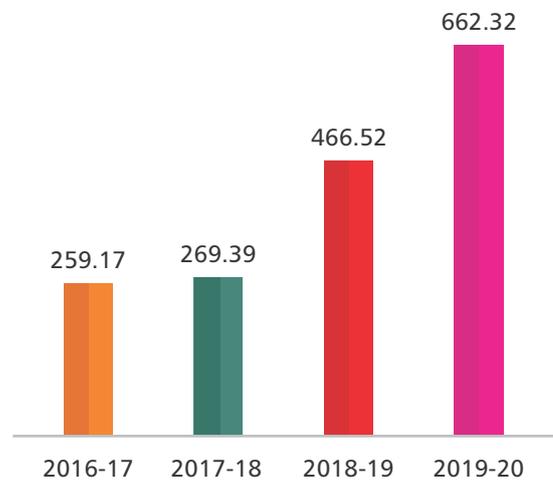
Accelerating ideas

# OUR KEY PERFORMANCE INDICATORS

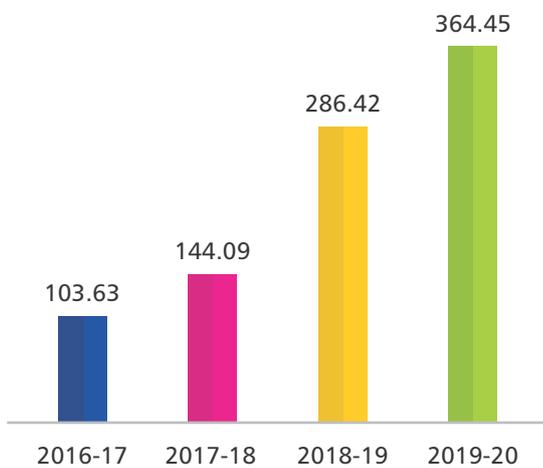
Revenues (₹ in lakhs)



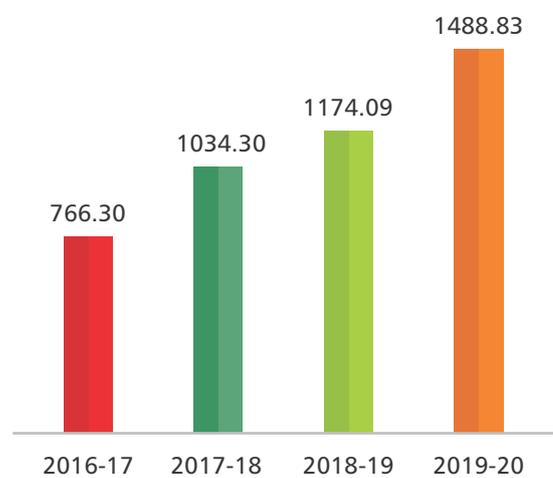
EBITDA (₹ in lakhs)



Net Profit to Owners (₹ in lakhs)



Networth (₹ in lakhs)



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*All figures showing after considering effect of merger of PCL and SSPL.*

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Vishnukumar Patel	- Chairman (Non-Executive Director)
Mr. Paraskumar Patel	- Managing Director
Mrs. Sunita Patel	- Woman Director (Non-Executive Director)
Mr. Ajit Panda	- Independent Director
Mr. Jaladhi Shah	- Independent Director
Mr. Rajendrakumar Patel	- Independent Director
Mr. Viral Doshi	- Chief Financial Officer
Mr. Mukesh Chaudhary	- Company Secretary and Compliance Officer

## COMMITTEES OF THE BOARD

### Audit Committee

Mr. Ajit Panda (Chairman)  
Mr. Jaladhi Shah  
Mr. Rajendrakumar Patel

### Nomination and Remuneration Committee

Mr. Ajit Panda (Chairman)  
Mr. Jaladhi Shah  
Mr. Rajendrakumar Patel

### Stakeholders' Relationship Committee

Mr. Ajit Panda (Chairman)  
Mr. Jaladhi Shah  
Mr. Rajendrakumar Patel

## AUDITORS

B. K. Patel & Co., Chartered Accountants  
(Firm Registration No. 112647W)

## SECRETARIAL AUDITOR

Mr. Anand Lavingia, Practicing Company Secretary  
Membership No. ACS 26458; CP No. 11410

## REGISTERED OFFICE

First Floor, 101, Shanti Arcade, 132 Feet Ring Road,  
Naranpura, Ahmedabad - 380013  
Website: [www.praveg.com](http://www.praveg.com)  
Email : [cs@praveg.com](mailto:cs@praveg.com)  
Phone : +91 79 27496737

## BANKERS

Indian Bank  
HDFC Bank Limited  
State Bank of India

## REGISTRARS AND TRANSFER AGENTS

MCS Share Transfer Agent Limited  
101, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad - 380009  
Phone : +91 79 26580461 / 62 / 63  
Email : [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com)

As on August 22, 2020

### IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail addresses with the company's R&T agent.

## BOARD'S REPORT

To,  
The Members of  
**Praveg Communications (India) Limited**  
(Formerly known as Sword and Shield Pharma Limited)

The Board of Directors are pleased to present the company's Twenty-Fifth Annual Report along with the Audited Financial Statements for the financial year ended on March 31, 2020.

### COMPANY OVERVIEW

The merger of Praveg Communications Limited with Sword and Shield Pharma limited with effect from April 1, 2016, has led to creation of Praveg Communications (India) Limited. Post-merger, your Company is a leading Advertising company with core competence in Exhibition and Event Management. The company is also into the Hospitality sector. Praveg is having an in-house modern design studio, a team of qualified and experienced professionals and sophisticated event infrastructure. Detailed information of Scheme of Amalgamation provided in the note no. 40 to the Financial Statements.

### 1. FINANCIAL HIGHLIGHTS

The Company's financial performance (standalone and consolidated) for the year ended March 31, 2020 is summarized below:  
(₹ in Lakhs)

FINANCIAL RESULTS AND APPROPRIATIONS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operations	5951.79	5911.48	5951.14	6012.03
Other Income	35.46	72.82	40.57	74.16
<b>Total Revenue</b>	<b>5987.25</b>	<b>5984.30</b>	<b>5991.71</b>	<b>6086.19</b>
<b>Profit before tax</b>	<b>520.97</b>	<b>400.53</b>	<b>523.32</b>	<b>392.01</b>
Tax Expense	156.52	114.11	156.73	116.12
<b>Profit for the period</b>	<b>364.45</b>	<b>286.42</b>	<b>366.59</b>	<b>275.89</b>

In view of the amalgamation, the above financial results include the results of the erstwhile Praveg Communications Limited. Accordingly, the figures for the current financial year ended March 31, 2020 are comparable with the figures of the previous financial year ending March 31, 2019.

The Company discloses financial results on a quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the website of the Company at [www.praveg.com](http://www.praveg.com).

### 2. FINANCIAL PERFORMANCE

The audited financial statements of your Company as on March 31, 2020, prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of the Companies Act, 2013, forms part of this Annual Report. The key aspects of your Company's performance during the financial year 2019-20 are as follows:

#### Consolidated

The Company achieved consolidated Revenue of ₹ 5991.71 lakhs as compared to ₹ 6086.19 lakhs for the previous year and Profit before Tax stood at ₹ 523.32 lakhs for the year under review as compared to ₹ 392.01 lakhs for the previous year.

#### Standalone

The Company recorded total revenue of ₹ 5987.25 lakhs was stable as compared to ₹ 5984.30 lakhs for the previous year. Profit before Tax increased by 30% to ₹ 520.97 lakhs as compared to ₹ 400.53 lakhs for the previous year.

### 3. DIVIDEND

Your Directors have recommended a dividend of ₹ 1.50 (15%) per equity share having face value of ₹ 10/- each fully paid-up of the Company out of the profits of the Company for the financial year 2019-20. The said dividend, if approved by the shareholders, would involve a cash outflow of ₹ 277.26 lakhs including tax thereon.

### 4. SCHEME OF AMALGAMATION AND ARRANGEMENT

The Company had received approval of National Company Law Tribunal, Ahmedabad Bench vide Order dated 13/12/2019 and 09/01/2020 for merger of Praveg Communications Limited with Sword and Shield Pharma limited with effect from April 1, 2016, has led to creation of Praveg Communications (India) Limited. Post-merger, your Company is a leading Advertising company with core competence in Exhibition and Event Management. Praveg Communications (India) Limited is also into the Hospitality sector. Detailed information of Scheme of Amalgamation provided in the note no. 40 to the Financial Statements.

There are no other significant and material orders passed by the Regulators or Courts or Tribunals which would impacts the going concern status and company's future operations.

### 5. MATERIAL CHANGES AND COMMITMENTS

Material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report are given below:

#### GLOBAL PANDEMIC – COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel restrictions, quarantines, social distancing and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

COVID-19 is significantly impacting business operation of the company, by way of closure / lockdown of Events, Exhibitions and hospitality services. On March 24, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till May 3, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. The Company expecting to do better business from the second half of financial year 2020-21 and expecting normalcy in the situation of COVID-19.

### 6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Pursuant to the Scheme of Amalgamation entire investments of Praveg Communications Limited (including investments in subsidiary companies) stood transferred to Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited).

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the consolidated financial statements of the Company, which form part of this Annual Report. Further, a statement containing the salient features of the financial statements of subsidiaries, joint ventures and associates in the prescribed format AOC-1 is appended as Annexure-I to the Board's report. The statement also provides details of the performance and financial position of each of the subsidiaries.

### 7. EXTRACT OF ANNUAL RETURN

As required under Section 134(3)(a) and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extract of the annual return in Form MGT-9 forms part of this Report as Annexure II. The same is available on the website of the Company at [www.praveg.com](http://www.praveg.com).

### 8. DEPOSITS

During the year, your company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

### 9. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Particulars of loan given, investments made, guarantees given and securities provided covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

### 10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party Transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party

transactions as required under Section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

The Board of the Company has adopted the Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing the materiality of Related Party Transactions and dealing with Related Party transactions required to be followed by Company to ensure compliance with the Law and Regulation. The said Policy is available on the website of the Company at [https://praveg.com/codeof-conduct-and-policies/10.-Related-Party-Transactions-Policy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/10.-Related-Party-Transactions-Policy_PCL.pdf).

## 11. SECRETARIAL STANDARDS

The Company has followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

## 12. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

Separate reports on Corporate Governance compliance and Management Discussion and Analysis as stipulated by the SEBI Listing Regulations forms part of this Annual Report along with the required Certificate from Practising Company Secretary regarding Compliance of the conditions of Corporate Governance as stipulated.

In Compliance with Corporate Governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board Members and Senior Management Personnel of the company, who have affirmed the compliance thereto.

## 13. DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3)(c) read with sub-section (5) of the Companies Act, 2013, to the best of their knowledge and ability state that:

- a) In preparation of Annual Accounts for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit or loss of the Company for the year ended on that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The members of the Board of Directors of the Company are of proven competence and integrity. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors have a significant degree of commitment to the Company and devote adequate time for the meetings, preparation and attendance.

During the year under review, Mr. Pravinbhai Patel, Managing Director and Mrs. Jyotsnaben Patel, Director of the company resigned from the board w.e.f. January 27, 2020. The Board placed on record its appreciation for the valuable services rendered by Mr. Pravinbhai Patel and Mrs. Jyotsnaben Patel.

Further, Ms. Ankita Lunagariya resigned as CS and Compliance Officer w.e.f. August 20, 2019 due to personal reason. The Board of Directors on recommendation of Nomination and Remuneration Committee appointed Mr. Mukesh Chaudhary as Company Secretary and Compliance Officer of the Company w.e.f. August 21, 2019.

Mr. Kirti Patel resigned as CFO w.e.f. March 4, 2020 due to personal reason. The Board of Directors on recommendation of Nomination and Remuneration Committee appointed Mr. Viral Doshi as Chief Financial Officer of the Company w.e.f. March 4, 2020.

The Board of Directors has Appointed Mr. Paraskumar Patel as Managing Director and Mrs. Sunita Patel as Whole-time Director with effect from January 27, 2020. Further, on request of Mrs. Sunita Patel, Board of Directors approved change in designation of Mrs. Sunita Patel from Whole-time Director to Non-Executive Director, liable to retire by rotation of Director, effective from August 22, 2020.

Mr. Jayeshkumar Patel, Mr. Dilipkumar Patel, Mr. Pareshkumar Patel and Mr. Kanjibhai Chaudhary, Independent Directors of the company resigned as Director w.e.f. August 22, 2020 on completion of tenure. The Board placed on record its

appreciation for the valuable services rendered by them as Independent Directors of the Company.

The Board of Directors has:

- a) Appointed Mr. Vishnukumar Patel as an Additional Director, who holds office up to the ensuing Annual General Meeting;
- b) Appointed Mr. Ajit Panda as an Additional (Independent) Director for a period of five years effective August 22, 2020;
- c) Appointed Mr. Jaladhi Shah as an Additional (Independent) Director for a period of five years effective August 22, 2020;
- d) Appointed Mr. Rajendrakumar Patel as an Additional (Independent) Director for a period of five years effective August 22, 2020;

The Company has received declarations from all the Independent Directors of the Company confirming that a) they meet the criteria of independence prescribed under the Act and the Listing Regulations and b) they have registered their names in the Independent Directors' Databank.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee recommends their appointment/ re-appointment at the ensuing AGM.

Brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notice of Annual General meeting.

The Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations. The said policy is put up on the Company's website and can be accessed at [https://praveg.com/codeof-conduct-and-policies/12-T-C-ofAppointment-of-IDs\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/12-T-C-ofAppointment-of-IDs_PCL.pdf).

The Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company. The policy is available on the Company's website at [https://praveg.com/codeof-conduct-and-policies/6-Nomination-RemunerationPolicy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/6-Nomination-RemunerationPolicy_PCL.pdf).

## 15. PERFORMANCE EVALUATION

The Company has devised a Board Evaluation Framework for performance evaluation of Independent Directors, Board, Non-Independent Directors and Chairman of the Company. Pursuant to this framework, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non-Independent Directors including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on March 4, 2020. The Nomination and Remuneration Committee has further carried out evaluation of all Directors including Independent Directors. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee.

## 16. AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

B.K. Patel & Co., Chartered Accountants was appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the AGM held on September 30, 2015. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company. The Board of Directors recommends to appoint B.K. Patel & Co., Chartered Accountants as Statutory Auditor of the Company for second term of next 5 (five) consecutive years.

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, adverse remark or disclaimer.

### Disclosure of total fees paid to Statutory Auditor, on a consolidated basis

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2020, is ₹ 6.35 lakhs.

### Secretarial Auditor

The Board had appointed Mr. Anand Lavingia, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith and marked as Annexure-III to this Report.

Secretarial Audit Report has qualification during the period of report and Management's Explanation on the Secretarial Auditor's Qualification is as following:

The Company has not included the applicable information pertaining to the unlisted entity i.e. Praveg Communications Limited in the explanatory statement, accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and BSE Observation Letter No. DCS/AMAL/AJ/R37/1119/2018-19 dated May 5, 2018.

In respect of the above qualification, Management's Explanation is as under:

The BSE Limited raised queries vide letter reference no. LC/AT/038/2019-20 dated May 3, 2019 regarding Non-Disclosure of details of unlisted company in the explanatory statement of notice convening meetings of shareholder and creditors, company was required to fully adhere the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 for which Company had represented vide our letter dated May 8, 2019. Further, Company submitted Condonation for non-compliance as identified by exchange and undertake to follow necessary procedural requirement in respect of above mentioned Condonation of non-compliances.

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## 17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

### A. Conservation of Energy

Being a part of service Industry, Company's operations are not such energy intensive; however, adequate measures have been taken to conserve the consumption of energy.

i) Steps taken or impact on conservation of energy:

The Company believes that energy conservation is a collective effort and works towards ensuring implementation of energy efficient techniques by the staff by providing training and conducting awareness programmes.

ii) Steps taken for utilization of alternate sources of energy:

1. The Company follows energy-efficient techniques like limiting the use of artificial lights and encouraging use of natural light as much as possible.
2. The Company uses energy efficient CFL or LED lights in place of regular bulbs to save energy.
3. The Staff has been advised to use hibernation mode on Computers when it is not in use.
4. All the employees are trained of the energy-saving features of appliances and other electronics like the printers and air-conditioners.
5. The company ensures to replace the outdated electronic equipment with certified energy efficient ones.

iii) Capital investment on energy conservation equipments:

No significant capital investment is made on energy consumption equipment which can be quantified.

### B. Technology absorption

Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year.

- |   |                 |
|---|-----------------|
| i) Efforts made towards technology absorption   | :Not Applicable |
| i) Benefits derived   | :Not Applicable |
| iii) Details of Technology Imported in last three years                                       |                 |
| a) Details of Technology imported   | :Not Applicable |
| b) Year of import   | :Not Applicable |
| c) whether the technology been fully absorbed   | :Not Applicable |
| d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof | :Not Applicable |
| iv) Expenditure incurred on Research and Development  | :Not Applicable |

### C. Foreign Exchange Earnings and Outgo

During the Financial Year, the foreign exchange earned in terms of actual inflows was NIL, whereas the foreign exchange in terms of actual outflows was NIL.

## 18. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136(1) of the Act and as advised, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members in electronic mode during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

## 19. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There has not been an occasion in case of the Company during the year to transfer any sums or shares to the Investor Education and Protection Fund.

## 20. LISTING AT STOCK EXCHANGE

The Equity Shares of the Company continue to be listed on the BSE Limited.

## 21. DISCLOSURES

### Meetings of the Board

Nine Meetings of the Board of Directors were held during the year. The particulars of the meetings held and attended by each Director are detailed in the Corporate Governance Report.

### Committees of the Board

Details of various committees constituted by the Board of Directors as per the provision of the SEBI Listing Regulations and the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this Annual Report.

### Audit Committee

The Audit Committee comprises Mr. Ajit Panda (Chairman), Mr. Jaladhi Shah and Mr. Rajendrakumar Patel. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

### Share Capital

The Company has issued and allotted 1,33,33,500 (One Crore Thirty Three Lakhs Thirty Three Thousand Five Hundred Only) new equity shares of ₹ 10/- each to the shareholders of Transferor Company in the ratio of 75 equity shares of ₹ 10/- each of the Company against 1 equity share held in Praveg Communications Limited ranking pari-passu with the existing Equity Shares of the Company in all respects. The Paid-up Equity Share Capital as at March 31, 2020 stood at ₹ 1848.41 lakhs.

Authorised Capital of Transferor Company i.e. ₹ 20,50,000 merged with the Company pursuant to Scheme of Amalgamation. After effect of merged Authorised Capital, the Company increased from ₹ 6,20,50,000 to ₹ 18,50,00,000 divided into 1,85,00,000 Equity Shares of ₹ 10 each and Paid-up Capital of the Company is ₹ 18,48,41,000 divided into 1,84,84,100 Equity Shares of ₹ 10 each.

### Change in Name of the Company

The Company has changed its name from Sword and Shield Pharma Limited to Praveg Communications (India) Limited pursuant to Order of NCLT Ahmedabad Bench with effect from February 12, 2020.

Further, pursuant to Order of NCLT Ahmedabad Bench, Company added new object clause in the MOA of the Company and Post-merger, Your Company is a leading Advertising company with core competence in Exhibition and Event Management. The company is also into the Hospitality sector.

### Corporate Social Responsibility (CSR)

Provisions of the Section 135 of the Companies Act, 2013 and the Rules framed thereunder are not applicable to the Company. Hence CSR report is not required to be annexed.

### Internal Financial Controls

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

### Internal Control Systems

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily.

### **Risk Management Policy**

The Board of Directors of the Company has put in place a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

### **Vigil Mechanism & Whistle Blower Policy**

The Company has a Vigil mechanism & Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be reported to the Vigilance & Ethics Officer which operates under the supervision of the Audit Committee, as protected disclosures through an e-mail, or dedicated telephone line or a written letter. Employees may also report directly to the Chairman of the Audit Committee. The said Policy is available on the website of the Company at [https://praveg.com/codeof-conduct-and-policies/11-WhistleBlowerPolicy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/11-WhistleBlowerPolicy_PCL.pdf).

### **Prevention of Sexual Harassment of Women at Workplace**

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

### **Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

## **22. GENERAL**

Directors of the Company states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items, during the year under review:

- i. Details relating to deposits covered under Chapter V of the Act.
- ii. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- iii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- iv. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- v. Neither the Managing Director nor the Whole Time Director of the Company receives any remuneration or commissions from any of its subsidiaries.

## **23. ACKNOWLEDGEMENTS**

Your directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government Authorities, lending institutions, and esteemed shareholders of the company. Directors also record their appreciation for the total dedication of the employees.

For an on behalf of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Vishnukumar Patel**  
Chairman  
DIN 02011649

**Paraskumar Patel**  
Managing Director  
DIN 00467608

## ANNEXURE I

## Form AOC-1

Statement containing the salient features of the Financial Statements of  
Subsidiaries / Associate / Joint Ventures[Pursuant to first provision to sub-section (3) of Section 129 of the Companies Act, 2013,  
read with Rule 5 of the Companies (Accounts) Rules, 2014]

## Part A - Subsidiaries

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

Sr. No.	Particulars	Details		
1.	Name of the Subsidiary	Praveg Tourism Private Limited	Praveg Communications (AUS) Pty. Limited	Praveg Communications USA Inc.
2.	The date since when subsidiary was acquired	25/07/2014	14/05/2014	02/05/2015
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	December 31 of each year
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	AUS \$ 46.2675	US \$ 75.3859
5.	Share capital	1,00,000	AUS \$ 2	US \$ 100
6.	Reserves and surplus	18,95,497	(94,322)	(2,33,757)
7.	Total assets	20,85,687	90,868	1,20,98,235
8.	Total Liabilities	90,190	1,85,070	1,23,25,593
9.	Investments	Nil	Nil	Nil
10.	Turnover	(65,254)	Nil	Nil
11.	Profit before taxation	3,34,593	(12,556)	(1,19,184)
12.	Provision for taxation	1,26,383	Nil	Nil
13.	Profit after taxation	2,08,210	(12,556)	(1,19,184)
14.	Proposed Dividend	₹ 20 per equity share (200%)	Nil	Nil
15.	Extent of shareholding (in percentage)	50.20	100.00	100.00

**Part B - Associates and Joint Ventures**

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

Name of Associates/Joint Ventures	Sardar Sarovar Tourism Opportunities
1. Latest audited Balance Sheet Date	31/03/2020
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	N.A.
Amount of Investment in Associates/Joint Venture	₹ 20,60,633
Extend of Holding %	50%
3. Description of how there is significant influence	Due to % of holding
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet	₹ 4,85,949
6. Profit / Loss for the year	
Considered in Consolidation	₹ 32,158.50
Not Considered in Consolidation	-

For and on behalf of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Vishnukumar Patel**  
Chairman  
DIN 02011649

**Paraskumar Patel**  
Managing Director  
DIN 00467608

## ANNEXURE II

## Form No. MGT – 9

## Extracts of Annual Return

As on the Financial Year ended on March 31, 2020

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

## I. REGISTRATION AND OTHER DETAILS

Sr. No.	Particulars	Details
i	CIN	L24231GJ1995PLC024809
ii	Registration Date	28/02/1995
iii	Name of the Company	<b>Praveg Communications (India) Limited</b> (Formerly known as Sword and Shield Pharma Limited)
iv	Category / Sub-Category of the Company	Public Company Limited by Shares
v	Address of the Registered office and contact details	101-102, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013 Tel: +91 79 27496737 Email: cs@praveg.com Website: www.praveg.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Tel. : +91 79-26580461 / 62 / 63 E-mail : mcsstaahmd@gmail.com

## 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 products / services	% to total turnover of the company
1	Exhibitions and Event Management	998596	65.29%
2	Hospitality	996311	34.71%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Pursuant to the Scheme of Amalgamation all subsidiary companies of the Transferor Company have become subsidiaries of Praveg Communications (India) Limited. As such, as on March 31, 2020, the Company have following subsidiary Companies:

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary /Associate	% of shares held	Applicable Section
1	Praveg Tourism Private Limited	U74120GJ2012PTC069564	Subsidiary	50.20%	2(87)
2	Praveg Communications (AUS) Pty Ltd	-	Subsidiary	100.00%	2(87)
3	Praveg Communications USA Inc	-	Subsidiary	100.00%	2(87)

**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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
a. Individual / HUF	13673500	0	13673500	73.97	13673500	0	13673500	73.97	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e. Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A)(1):</b>	<b>13673500</b>	<b>0</b>	<b>13673500</b>	<b>73.97</b>	<b>13673500</b>	<b>0</b>	<b>13673500</b>	<b>73.97</b>	<b>0.00</b>
<b>2. Foreign</b>									
a. NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b. Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d. Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>13673500</b>	<b>0</b>	<b>13673500</b>	<b>73.97</b>	<b>13673500</b>	<b>0</b>	<b>13673500</b>	<b>73.97</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
b. Banks / FI	7400	0	7400	0.04	7400	0	7400	0.04	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g. FIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i. Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(1):</b>	<b>7400</b>	<b>0</b>	<b>7400</b>	<b>0.04</b>	<b>7400</b>	<b>0</b>	<b>7400</b>	<b>0.04</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a. Bodies Corporate	429753	0	429753	2.33	393192	0	393192	2.13	(0.20)
b. Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 2 lakhs	1327125	100	1327225	7.18	1343301	100	1343401	7.27	0.09
ii) Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs	1871852	977366	2849218	15.41	1878675	977366	2856041	15.45	0.04

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c. Others (specify)									
i) Trusts		0	0	0.00	0	0	0	0.00	0.00
ii) HUF	189089	0	189089	1.02	202651	0	202651	1.09	0.07
iii) NRI / OCBs	7915	0	7915	0.04	7915	0	7915	0.04	0.00
iv) Director and Director's Relative	0	0	0	0.00	0	0	0	0.00	0.00
v) Limited Liability Partnership	0	0	0	0.00	0	0	0	0.00	0.00
vi) Clearing Members /Clearing House	0	0	0	0.00	0	0	0	0.00	0.00
vii) Foreign Bodies	0	0	0	0.00	0	0	0	0.00	0.00
viii) Foreign Portfolio Investor (Corporate)	0	0	0	0.00	0	0	0	0.00	0.00
ix) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(2):</b>	<b>3825734</b>	<b>977466</b>	<b>4803200</b>	<b>25.99</b>	<b>3825734</b>	<b>977466</b>	<b>4803200</b>	<b>25.99</b>	<b>0.00</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>3833134</b>	<b>977466</b>	<b>4810600</b>	<b>26.03</b>	<b>3833134</b>	<b>977466</b>	<b>4810600</b>	<b>26.03</b>	<b>0.00</b>
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>17506634</b>	<b>977466</b>	<b>18484100</b>	<b>100.00</b>	<b>17506634</b>	<b>977466</b>	<b>18484100</b>	<b>100.00</b>	<b>0.00</b>

Note: The allotment of 133,33,500 Equity Shares was made by the Board of Directors on 24th March, 2020 to the shareholders of Praveg Communications Limited (Transferor Company), pursuant to the Scheme of Merger approved by NCLT, Ahmedabad. The said Scheme was approved with appointed date 01/04/2016. For more details on Scheme of Merger, refer to Note No. 40 of Notes to Standalone Financial Statement of the Company.

## ii). Shareholding of Promoters

Shareholders 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	
PARASKUMAR MANEKLAL PATEL	3562500	19.27	0.00	3562500	19.27	0.00	0.00
SUNITA PARAS PATEL	2437500	13.19	0.00	2437500	13.19	0.00	0.00
VISHNUKUMAR VITTHALDAS PATEL	3000000	16.23	0.00	3000000	16.23	0.00	0.00
ASHABEN VISHNUKUMAR PATEL	2992275	16.19	0.00	2992275	16.19	0.00	0.00
HARSH VISHNUBHAI PATEL	7500	0.04	0.00	7500	0.04	0.00	0.00
JAYESH ISHWARLAL PATEL	666750	3.61	0.00	666750	3.61	0.00	0.00
RAJESH K PATEL	666750	3.61	0.00	666750	3.61	0.00	0.00
PRAVINBHAI MANEKLAL PATEL	229400	1.24	0.00	229400	1.24	0.00	0.00
JYOTSNABEN PRAVINBHAI PATEL	110600	0.60	0.00	110600	0.60	0.00	0.00
MANISHKUMAR SURESHCHANDRA RAMI	75	0.00	0.00	75	0.00	0.00	0.00
KALPESH RAMANLAL PATEL	75	0.00	0.00	75	0.00	0.00	0.00
PARAG VIJAYKUMAR PATEL	75	0.00	0.00	75	0.00	0.00	0.00
<b>Total</b>	<b>13673500</b>	<b>73.97</b>	<b>0.00</b>	<b>13673500</b>	<b>73.97</b>	<b>0.00</b>	<b>0.00</b>

**iii). Change in Promoters' Shareholding (Please specify, if there is no change)**

Particulars	Date	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
<b>1. PARASKUMAR MANEKLAL PATEL</b>					
At the beginning of the year	01.04.2019	3562500	19.27	3562500	19.27
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	3562500 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	3562500	19.27	3562500	19.27
<b>2. SUNITA PARAS PATEL</b>					
At the beginning of the year	01.04.2019	2437500	13.19	2437500	13.19
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	2437500 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	2437500	13.19	2437500	13.19
<b>3. VISHNUKUMAR VITTHALDAS PATEL</b>					
At the beginning of the year	01.04.2019	3000000	16.23	3000000	16.23
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	3000000 equity shares allotted on 24/03/2020 pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	3000000	16.23	3000000	16.23
<b>4. ASHABEN VISHNUKUMAR PATEL</b>					
At the beginning of the year	01.04.2019	2992275	16.19	2992275	16.19
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	2992275 equity shares allotted on 24/03/2020 pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	2992275	16.19	2992275	16.19
<b>5. HARSH VISHNUBHAI PATEL</b>					
At the beginning of the year	01.04.2019	7500	0.04	7500	0.04
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	7500 equity shares allotted on 24/03/2020 pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	7500	0.04	7500	0.04
<b>6. JAYESH ISHWARLAL PATEL</b>					
At the beginning of the year	01.04.2019	666750	3.61	666750	3.61
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	666750 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	666750	3.61	666750	3.61

Particulars	Date	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
<b>7. RAJESH K PATEL</b>					
At the beginning of the year	01.04.2019	666750	3.61	666750	3.61
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	666750 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	666750	3.61	666750	3.61
<b>8. PRAVINBHAI MANEKLAL PATEL</b>					
At the beginning of the year	01.04.2019	229400	1.24	229400	1.24
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	229400	1.24	229400	1.24
<b>9. JYOTSNABEN PRAVINBHAI PATEL</b>					
At the beginning of the year	01.04.2019	110600	0.60	110600	0.60
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	110600	0.60	110600	0.60
<b>10. MANISHKUMAR SURESHCHANDRA RAMI</b>					
At the beginning of the year	01.04.2019	75	0.00	75	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	75 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	75	0.00	75	0.00
<b>11. KALPESH RAMANLAL PATEL</b>					
At the beginning of the year	01.04.2019	75	0.00	75	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	75 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	75	0.00	75	0.00
<b>12. PARAG VIJAYKUMAR PATEL</b>					
At the beginning of the year	01.04.2019	75	0.00	75	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	75 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	75	0.00	75	0.00

**iv). Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Particulars	Date	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
<b>1. SHAILESHKUMAR HANSRAJBHAI PATEL</b>					
At the beginning of the year	01.04.2019	215280	1.16	215280	1.16
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):			No Change		
At the end of the year	31.03.2020	215280	1.16	215280	1.16
<b>2. PROBI FINCAP PVT LTD</b>					
At the beginning of the year	01.04.2019	200000	1.08	200000	1.08
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):			No Change		
At the end of the year	31.03.2020	200000	1.08	200000	1.08
<b>3. SANJAYKUMAR SOMABHAI PATEL</b>					
At the beginning of the year	01.04.2019	150000	0.81	150000	0.81
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):			No Change		
At the end of the year	31.03.2020	150000	0.81	150000	0.81
<b>4. JITENDRAKUMAR VITHTHALBHAI PATEL</b>					
At the beginning of the year	01.04.2019	147614	0.80	147614	0.80
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):			No Change		
At the end of the year	31.03.2020	147614	0.80	147614	0.80
<b>5. ASHVINKUMAR AMRUTBHAI PATEL</b>					
At the beginning of the year	01.04.2019	10000	0.05	10000	0.05
Purchase	29.06.2019	121324	0.66	131324	0.71
Purchase	30.08.2019	880	0.00	132204	0.72
Purchase	27.03.2020	10377	0.06	142581	0.77
At the end of the year	31.03.2020	142581	0.77	142581	0.77
<b>6. SANJAYBHAI MODI</b>					
At the beginning of the year	01.04.2019	141566	0.77	141566	0.77
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):			No Change		
At the end of the year	31.03.2020	141566	0.77	141566	0.77

Particulars	Date	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
<b>7. JASHODABEN JAYANTILAL PATEL</b>					
At the beginning of the year	01.04.2019	137730	0.75	137730	0.75
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	137730	0.75	137730	0.75

<b>8. PUNITABEN BHARATBHAI PATEL</b>					
At the beginning of the year	01.04.2019	136980	0.74	136980	0.74
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	136980	0.74	136980	0.74

<b>9. CHIRAGKUMAR SOMABHAI PATEL</b>					
At the beginning of the year	01.04.2019	131730	0.71	131730	0.71
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	131730	0.71	131730	0.71

<b>10. PRAKASHKUMAR PATEL</b>					
At the beginning of the year	01.04.2019	120300	0.65	120300	0.65
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	120300	0.65	120300	0.65

#### v). Shareholding of Directors and Key Managerial Personnel

Particulars	Date	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
<b>1. PARASKUMAR MANEKLAL PATEL - MANAGING DIRECTOR (w.e.f. 27/01/2020)</b>					
At the beginning of the year	01.04.2019	3562500	19.27	3562500	19.27
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		3562500 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation			
At the end of the year	31.03.2020	3562500	19.27	3562500	19.27

Particulars	Date	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
<b>2. SUNITA PARAS PATEL - WOMAN DIRECTOR (WHOLETIME DIRECTOR) (w.e.f. 27/01/2020)</b>					
At the beginning of the year	01.04.2019	2437500	13.19	2437500	13.19
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	2437500 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	2437500	13.19	2437500	13.19
<b>3. VISHNUKUMAR VITTHALDAS PATEL - NON-EXECUTIVE DIRECTOR (CHAIRMAN) (w.e.f. 27/01/2020)</b>					
At the beginning of the year	01.04.2019	3000000	16.23	3000000	16.23
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	3000000 equity shares allotted on 24/03/2020, pursuant to Scheme of Amalgamation				
At the end of the year	31.03.2020	3000000	16.23	3000000	16.23
<b>4. PRAVINBHAI MANEKLAL PATEL - MANAGING DIRECTOR (upto 27/01/2020)</b>					
At the beginning of the year	01.04.2019	229400	1.24	229400	1.24
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	229400	1.24	229400	1.24
<b>5. JYOTSNABEN PRAVINBHAI PATEL - WOMAN DIRECTOR (EXECUTIVE) (upto 27/01/2020)</b>					
At the beginning of the year	01.04.2019	110600	0.60	110600	0.60
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	110600	0.60	110600	0.60
<b>6. JAYESHKUMAR MADHAVLAL PATEL - INDEPENDENT DIRECTOR</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>7. DILIPKUMAR CHUNILAL PATEL - INDEPENDENT DIRECTOR</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change				
At the end of the year	31.03.2020	0	0.00	0	0.00

Particulars	Date	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
<b>8. PARESHKUMAR KANTILAL PATEL - INDEPENDENT DIRECTOR</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>9. KANJIBHAI MANSANGBHAI CHAUDHARY - INDEPENDENT DIRECTOR</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>10. ANKITABEN KANUBHAI LUNAGARIYA - COMPANY SECRETARY (Resigned w.e.f. August 20, 2019)</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>11. MUKESHKUMAR SOHANRAM CHAUDHARY - COMPANY SECRETARY (Appointed w.e.f. August 21, 2019)</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>12. KIRTIKUMAR SANKARLAL PATEL - CHIEF FINANCIAL OFFICER (Appointed w.e.f. April 20, 2019 and Resigned w.e.f. March 4, 2020)</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00
<b>13. VIRAL PRADIPKUMAR DOSHI - CHIEF FINANCIAL OFFICER (Appointed w.e.f. March 4, 2020)</b>					
At the beginning of the year	01.04.2019	0	0.00	0	0.00
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):		No Change			
At the end of the year	31.03.2020	0	0.00	0	0.00

**V. INDEBTEDNESS**

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i). Principal Amount	436.25	122.25	0.00	558.50
ii). Interest due but not paid	0.00	0.00	0.00	0.00
iii). Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>436.25</b>	<b>122.25</b>	<b>0.00</b>	<b>558.50</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0	0.00	0.00	0.00
Reduction	250.49	122.25	0.00	372.74
<b>Net Change</b>	<b>(250.49)</b>	<b>(122.25)</b>	<b>0.00</b>	<b>(372.74)</b>
<b>Indebtedness at the end of the financial year</b>				
i). Principal Amount	185.76	0.00	0.00	185.76
ii). Interest due but not paid	0.00	0.00	0.00	0.00
iii). Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>185.76</b>	<b>0.00</b>	<b>0.00</b>	<b>185.76</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		PARASKUMAR PATEL - MD	SUNITA PATEL - WTD	
1.	Gross Salary			
(a).	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	24.00	8.40	32.40
(b).	Value of perquisites under Section 17(2) Income Tax Act, 1961	0.00	0.00	0.00
(c).	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	<b>Total (A)</b>	<b>24.00</b>	<b>8.40</b>	<b>32.40</b>
	<b>Ceiling as per the Act</b>	Within the Limits of Schedule V of the Companies Act, 2013 Remuneration included salary paid in Transferor Company and Transferee Company during the FY 2019-20.		

**B. Remuneration to other Directors (Not Applicable)****1. Independent Directors**

Sr. No.	Particulars of Remuneration	Name of Director			
	Fee for attending Board/Committee Meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	<b>Total (B)(1)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**2. Other Non Executive Directors**

Sr. No.	Particulars of Remuneration	Name of Director			
	Fee for attending Board/Committee Meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	<b>Total (B)(2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total (B) = (B)(1) + (B)(2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / WTD / MANAGER**

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		ANKITA LUNAGARIYA CS (upto 20/082019)	MUKESH CHAUDHARY CS (w.e.f. 21/08/2019)	KIRTIKUMAR PATEL CFO (w.e.f. 20/04/2019 TO 04/03/2020)	VIRAL DOSHI CFO (from 04/03/2020)	
1.	Gross Salary					
(a).	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1.02	2.25	3.33	0.65	7.25
(b).	Value of perquisites under Section 17(2) Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00
(c).	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00	0.00
	<b>Total (A)</b>	<b>1.02</b>	<b>2.25</b>	<b>3.33</b>	<b>0.65</b>	<b>7.25</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL**

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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For an on behalf of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Vishnukumar Patel**  
Chairman  
DIN 02011649

**Paraskumar Patel**  
Managing Director  
DIN 00467608

## ANNEXURE III

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020**

**FORM NO. MR-3**

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

To,  
The Members,  
**PRAVEG COMMUNICATIONS (INDIA) LIMITED**  
(Formerly known as Sword and Shield Pharma Limited)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company'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, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with BSE Limited;
- vi. The Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made thereunder, Regulations, guidelines etc. mentioned above except the Company has not included 1) the applicable information pertaining to the unlisted entity – Praveg Communications Limited involved in the scheme in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations, 2009 (Part E of Schedule VI of SEBI (ICDR) Regulations, 2018); 2) The Complaint report as per Annexure III of SEBI Circular and 3) Pre and Post-arrangement or amalgamation, expected capital structure and shareholding pattern, in the explanatory statement, accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and BSE Observation Letter No. DCS/AMAL/AJ/R37/1119/2018-19 dated May 5, 2018.

Further company being engaged in the business of Pharmaceutical but not carried out any business activities till January 24, 2020, there are no specific applicable laws to the Company, which requires approvals or compliances under the respective laws. Later on after January 24, 2020, due to merger of Praveg Communications Limited in to Sword and Shield Pharma Limited, the Company has carried out the event management and tourism activities for which there few of the General laws applicable to the Company which are set out in the Annexure - I. We have relied on the representation made by the Company

and its officers for system and mechanism framed by the Company for compliances of the said General laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. 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; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed MCS Share Transfer Agent Limited as Registrar & Share Transfer Agent as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- v. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings.

I further report that -

The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Director, Independent Directors and Woman Director in accordance with the act. 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 in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I 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.

I further report that -

1. During the year, the Scheme of Amalgamation in the nature of Merger between Sword and Shield Pharma Limited ("Transferee Company") (hereinafter referred to as "SSPL") and Praveg Communications Limited ("Transferor Company") (hereinafter referred to as "PCL") and their respective shareholders and creditors made pursuant to a Scheme under sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Scheme") which has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench with an appointed date of April 1, 2016 and the Scheme became effective on January 24, 2020 on filing the certified copies of the orders sanctioning the scheme with the Registrar of Companies (RoC), whereas it has become operationally effective from March 1, 2020. Pursuant to a said Scheme Praveg Communications Limited together with its holdings in its 3 Subsidiaries companies viz (1) Praveg Communications Aus. Pty. Ltd (2) Praveg Communications USA Inc. (3) Praveg Tourism Private Limited has been amalgamated with Sword and Shield Pharma Limited. As per clause no. 7.3 (Page no. 13 of 21) of Scheme, name of the transferee Company has been changed from Sword and Shield Pharma Limited to Praveg Communications (India) Limited (hereinafter referred to as "PCIL").
2. The Board of Directors of Praveg Communications (India) Limited has, on March 24, 2020, allotted 75 equity shares for each equity share held by the shareholder of the transferor company Praveg Communications Limited whose names appear in the Register of Members of the transferor company on Record Date–March 6, 2020.
3. The Registered office of the Company has been shifted from 55, World Business House, Near Parimal Garden, Ambawadi, Ahmedabad – 380 006, Gujarat, India to Shop No. First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad – 380 013, Gujarat, India w.e.f. January 27, 2020.

**Anand Lavingia**

Practicing Company Secretary

Date : August 22, 2020

Place : Ahmedabad

ACS No.: 26458 C P No.: 11410

UDIN: A026458B000605916

*Note: This Report is to be read with Annexure - I and my letter of even date which is annexed as Annexure - II and forms an integral part of this report.*

**Annexure I****List of major General Acts applicable to the Company**

1. The Contract Labour (Regulation and Abolition) Act, 1970 & Rules there under, as amended from time to time
2. The Employee Provident Fund and Miscellaneous Provisions Act, 1951 & Employees Provident Funds Scheme, 1952, as amended from time to time
3. The Industrial Employment (Standing Orders) Act, 1946 & Rules there under, as amended from time to time
4. The Maternity Benefit Act, 1961 & Rules there under, as amended from time to time
5. The Minimum Wages Act, 1948 & Rules there under, as amended from time to time
6. The Workmen's Compensation Act, 1923 & Rules there under, as amended from time to time
7. The Payment of Bonus Act, 1965 & the Payment of Bonus Rules, 1975, as amended from time to time
8. The Payment of Gratuity Act and the Payment of Gratuity (Central) Rules, 1972, as amended from time to time
9. The Payment of Wages Act, 1936 & Rules there under, as amended from time to time The Employees' State Insurance Act, 1948
10. The Employees' State Insurance (General) Regulation, 1950, as amended from time to time
11. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended from time to time
12. The Labour Welfare Fund Act/Rules, as amended from time to time
13. The Shops and Establishment Act/Rules, as amended from time to time
14. The Indian Contract Act, 1872, as amended from time to time
15. The Negotiable Instrument Act, 1881, as amended from time to time
16. The Arbitration & Conciliation Act, 1996, as amended from time to time
17. The Trade Marks Act, 1999 under Intellectual Property Law, as amended from time to time
18. The Gujarat Stamp Act, 1958, as amended from time to time.

**Annexure II**

To,  
The Members,  
**PRAVEG COMMUNICATIONS (INDIA) LIMITED**  
(Formerly known as Sword and Shield Pharma Limited)

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Anand Lavingia**  
Practicing Company Secretary

Date : August 22, 2020  
Place : Ahmedabad

ACS No.: 26458 C P No.: 11410  
UDIN: A026458B000605916

# CORPORATE GOVERNANCE REPORT

## STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Praveg Communications (India) Limited believes in the highest level of accountability towards its stakeholders and actively promotes fair, transparent and ethical Corporate Governance practices. The Company is committed to maintain the highest standards of Corporate Governance and continue to improve the same time to time.

Corporate governance broadly refers to the mechanisms, processes and relations by which company are controlled and directed. Corporate governance includes the processes through which company's objectives are set and pursued in the context of the social, regulatory and market environment. Governance mechanisms include monitoring the actions, policies, practices, and decisions of companies, their agents and affected stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable to the Company w.e.f. March 24, 2020, due to increase in Paid-up Share Capital of the Company exceeding rupees ten crore, with regard to corporate governance.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted non-mandatory requirements specified in Points A, C and E.

## BOARD OF DIRECTORS

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. As on March 31, 2020, Board comprises 7 (seven) Directors out of which 2 Directors are Executive and 5 Directors are Non-Executive out of which 4 Directors are Independent Directors.

The maximum tenure of the independent directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and section 149 of the Companies Act, 2013. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors on the Board holds directorships in more than 10 (Ten) Public Limited Companies or as Independent Director in more than 7 (Seven) Listed Companies. Further, none of the Directors on Company's Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (Ten) public companies as on March 31, 2020.

The Composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations. The Composition of the Board of Directors and number of Directorships and Committee positions held by them as on March 31, 2020 are as under:

Name of the Director	Category	Number of Directorships in other Public Companies	Number of Committee positions held in other Public Companies		No. of Shares held & % holding (of the Company) (As on March 31, 2020)
			Chairman	Member	
Vishnukumar Patel ** (Chairman, Non-Executive)	Promoter Directors	0	0	0	30,00,000 <sup>#</sup>
Paraskumar Patel** (Managing Director)		0	0	0	35,62,500 <sup>#</sup>
Sunita Patel** (Wholetime Director)		0	0	0	24,37,500 <sup>#</sup>
Pravinbhai Patel * (Managing Director)		0	0	0	2,29,400
Jyotsnaben Patel* (Non-Executive)		0	0	0	1,10,600
Pareshkumar Patel	Non Executive (Independent)	0	0	0	0
Jayeshkumar Patel		0	0	0	0
Dilipkumar Patel		0	0	0	0
Kanjibhai Chaudhary		0	0	0	0

<sup>#</sup>Equity Shares allotted on 24th March, 2020, pursuant to the Scheme.

\*Mr. Pravinbhai Patel and Mrs. Jyotsnaben Patel resigned w.e.f. January 27, 2020 from their position.

\*\*Mr. Paraskumar Patel, Mrs. Sunita Patel and Mr. Vishnukumar Patel appointed w.e.f. January 27, 2020.

Mrs. Sunita Patel is the spouse of Mr. Paraskumar Patel.

The Company has not issued any convertible instruments.

Video / Audio-conferencing facility is offered to facilitate the Directors to participate in the meetings.

The Directorships, held by Directors as mentioned above, do not include directorship(s) in foreign companies and Section 8 companies under the Companies Act, 2013.

In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in other Public Limited Companies have been considered.

The number of Directorship and Committee Membership and Chairmanship of all Directors are within the respective limits prescribed under the Companies Act, 2013 and the Listing Regulations.

The Company has devised the Policy on Familiarization Programmes for Independent Directors and the same is available on the website of the Company at [https://praveg.com/codeof-conduct-and-policies/4-FamiliarizationProgrammes-for-IDs\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/4-FamiliarizationProgrammes-for-IDs_PCL.pdf).

## Board and Committee Meetings and Procedures

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long-term interests are being served.

The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of financial results of the Company and review of Company's Operation & Performance. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company. The maximum interval between any two meetings did not exceed 120 days. The Board notes compliance reports of all laws applicable to the Company, every quarter.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board / Committee meetings.

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda.

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members for their comments as prescribed under Secretarial Standard-1.

Important decisions taken at Board / Committee meetings are communicated promptly to the concerned departments / divisions. Action taken report on decisions / minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Committees for noting.

## Number of Board Meetings

9 (Nine) Board meetings were held during the financial year 2019-20, the dates on which the Board Meetings were held during financial year 2019-20 are as follows:

April 24, 2019, May 2, 2019, May 30, 2019, August 14, 2019, August 21, 2019, November 14, 2019, January 27, 2020, March 4, 2020 and March 24, 2020.

The details of attendance of Directors at the board Meetings and at the last Annual General Meeting are as under:

Name of Director(s)	Number of Board Meetings held and attended during FY 2019-20		Attended Last AGM
	Held during the tenure	Attended	
Vishnukumar Patel	2	2	Not Applicable
Paraskumar Patel	2	2	Not Applicable
Sunita Patel	2	2	Not Applicable
Pravinbhai Patel	7	7	No
Jyotsnaben Patel	7	7	No
Pareshkumar Patel	9	1	Yes
Jayeshkumar Patel	9	1	Yes
Dilipkumar Patel	9	1	Yes
Kanjibhai Chaudhary	9	1	Yes

During the year, the Board of Directors accepted all recommendations of the Committees of the board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the SEBI Listing Regulations.

During the year under review, the Board of Directors of the Company has amended / approved changes in the policies complying with the recent amendments in the Companies Act, 2013 and SEBI Regulations. Accordingly, the updated policies are uploaded on website of the Company at <https://praveg.com/code-of-conduct-and-policies>.

## CORE SKILLS / EXPERTISE / COMPETENCIES AVAILABLE WITH THE BOARD

The Board comprises qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Business Leadership
- Financial Expertise
- Risk Management
- Global Experience
- Strategic Planning
- Research and Development and Innovation
- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of Directors	Area of Expertise					
	Business Leadership	Financial Expertise	Risk Management	Global Experience	Research and Development and Innovation	Corporate Governance
Vishnukumar Patel	Y	Y	Y	Y	Y	Y
Paraskumar Patel	Y	Y	Y	Y	Y	Y
Sunita Patel	Y	Y	Y	Y	Y	Y
Pravinbhai Patel	Y	Y	Y	Y	Y	Y
Jyotsnaben Patel	Y	Y	Y	Y	Y	Y
Pareshkumar Patel	Y	Y	Y	Y	Y	Y
Jayeshkumar Patel	Y	Y	Y	Y	Y	Y
Dilipkumar Patel	Y	Y	Y	Y	Y	Y
Kanjibhai Chaudhary	Y	Y	Y	Y	Y	Y

Note: Each Director may possess varied combinations of skills / expertise within the described set of parameters and it is not necessary that all Directors possess all skills / expertise listed therein.

## Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

The information as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to appointment / reappointment of Directors of the Company are given in the Annexure of the Notice of the Annual General Meeting.

## Confirmation as regards Independent Directors

In the Opinion of the Board existing Independent Directors and those who are proposed to be reappointed at the Annual General Meeting, fulfill the conditions specified in the Listing Regulations and are independent of the Management.

## Meeting of Independent Directors

The Company's independent directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and Board as whole. 1 (one) such meeting was held on March 4, 2020.

## Committees of the Board

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Minutes of the proceedings of Committee meetings are circulated to the respective committee members and placed before the Board meetings for noting.

In conformity to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Companies Act, 2013, the composition of these committees of Board are constituted and reconstituted. As on date, the Board has established the following Committees:

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

### A. Audit Committee

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

#### Terms of Reference

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations as amended from time to time and Section 177 of the Companies Act, 2013. The brief terms of reference of the Audit Committee are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified Opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

#### Review of Information by the Audit Committee

1. The Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Internal Auditor.
6. statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### Composition, Meetings and Attendance of the Audit Committee

During the Financial Year 2019-20, four meetings of the Audit Committee were held on May 30, 2019, August 14, 2019, November 14, 2019 and January 27, 2020. The intervening gap between two meetings did not exceed one hundred and twenty days.

The details of the Audit Committee meetings attended by its members as on March 31, 2020 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2019-20	
			Held during the tenure	Attended
1.	Kanjibhai Chaudhary	Chairman	4	4
2.	Jayeshkumar Patel	Member	4	4
3.	Pravinbhai Patel	Member	4	0
4.	Dilipkumar Patel	Member	0	0

Mr. Dilipkumar Patel appointed member of Audit Committee in place of Mr. Pravinbhai Patel w.e.f. January 27, 2020.

All members of the Audit Committee have accounting and financial management knowledge and expertise/exposure. The Audit Committee meetings are attended by the internal Auditor and Chief Financial Officer. The Company Secretary acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee attended the last Annual General meeting (AGM) held on September 30, 2019 to answer shareholders' queries.

## B. Nomination and Remuneration Committee

The Constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

#### Terms of Reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. To recommend to the Board, all remuneration, in whatever form, payable to senior management.
7. To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### Composition, Meetings and Attendance of the Nomination and Remuneration Committee

During the Financial Year 2019-20, six meetings of the Nomination and Remuneration Committee were held on May 30, 2019, August 14, 2019, August 21, 2019, November 14, 2019, January 27, 2020 and March 4, 2020.

The details of the Nomination and Remuneration Committee meetings attended by its members as on March 31, 2020 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2019-20	
			Held during the tenure	Attended
1.	Dilipbhai Patel	Chairman	6	6
2.	Jayeshkumar Patel	Member	6	6
3.	Kanjibhai Chaudhary	Member	6	6

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Nomination and Remuneration Committee Meetings at its subsequent Board Meetings. The Company Secretary acts as a Secretary to the Committee.

#### Remuneration Policy

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company accessed at [https://praveg.com/codeof-conduct-and-policies/6-Nomination-RemunerationPolicy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/6-Nomination-RemunerationPolicy_PCL.pdf).

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long-term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals.

#### Performance Evaluation Criteria for Directors

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, and compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

#### Remuneration to Non-Executive Directors

The Company doesn't pay any remuneration to the Non-Executive Directors of the Company. No Sitting Fees was paid to Non-Executive Directors for attending Board Meeting and Committee Meetings during the financial year 2019-20.

The Executive and Promoter group Directors are not being paid sitting fees for attending meetings of the Board of Directors and its Committees. There were no pecuniary relationships or transactions by the Company with any of Non-Executive and Independent Directors of the Company. The Company has not granted stock options to Non-Executive and Independent Directors.

#### Remuneration to Executive Directors

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee. The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/or commission (variable components) to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

Details of the remuneration paid / payable to the Executive Directors of the Company during the financial year 2019-20 are as under:

Name of Directors	Designation	(₹ in lakhs)
		Salary <sup>#</sup>
Pravinbhai Patel*	Managing Director	0.00
Paraskumar Patel**	Managing Director	24.00
Sunita Patel**	Whole-time Director	8.40

\*Mr. Pravinbhai Patel resigned w.e.f. January 27, 2020 as Managing Director from the Company.

\*\*Mr. Paraskumar Patel appointed as Managing Director and Mrs. Sunita Patel appointed as Whole-time Director of the Company w.e.f. January 27, 2020.

#Remuneration included salary paid in Transferor Company and Transferee Company during the FY 2019-20.

The Company has not granted stock options to the Managing / Executive Directors or Employees of the Company.

### C. Stakeholders' Relationship Committee

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of the Companies Act, 2013 and Listing Regulations.

#### Terms of Reference:

- To look into various aspects of interest of shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Reviewing the measures taken for effective exercise of voting rights by shareholders.
- Reviewing of adherence to the service standards adopted in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Reviewing of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

#### Composition, Meetings and Attendance of the Stakeholders' Relationship Committee

During the Financial Year 2019-20, four meetings of the Stakeholders' Relationship Committee were held on May 30, 2019, August 14, 2019, November 14, 2019 and January 27, 2020.

The details of the Stakeholders' Relationship Committee meetings attended by its members as on March 31, 2020 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2019-20	
			Held during the tenure	Attended
1.	Jayeshkumar Patel	Chairman	4	4
2.	Dilipkumar Patel	Member	4	4
3.	Kanjibhai Chaudhary	Member	4	4

The Chairman of the Committee was present at the last Annual General Meeting held on September 30, 2019.

The Minutes of the Stakeholders' Relationship Committee are reviewed by the Board of Directors at the subsequent Board meeting.

#### Compliance Officer

Mukesh Chaudhary, Company Secretary is the Compliance Officer of the Company as per requirements of the SEBI Listing Regulations for complying with requirements of Securities Laws.

#### Redressal of Investor Grievances

The Company and its Registrar and Share Transfer Agent addresses all complaints, suggestions and grievances expeditiously and replies are sent usually within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavors to implement suggestions as and when received from the investors.

#### Details of Investors Complaint received during the financial year 2019-20:

Complaints received	Complaints disposed	Complaints Pending
0	0	0

No instruments of transfer were pending as on March 31, 2020.

## GENERAL BODY MEETINGS

### Annual General Meetings

During the preceding three years, the Company's Annual General Meetings were held at 55, World Business House, Near Parimal Garden, Ambawadi, Ahmedabad – 380006.

The Day, Date and Time of the Annual General Meetings (AGMs) held during last three years and the special resolution(s) passed thereat, are as follows:

Financial Year	Day and Date	Time	Special Resolution(s) passed
2016-17	Friday, September 29, 2017	09:00 a.m.	No Special Resolutions passed
2017-18	Saturday, September 29, 2018	10:00 a.m.	No Special Resolutions passed
2018-19	Monday, September 30, 2019	10:00 a.m.	No Special Resolutions passed

### Whether Special Resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolutions passed through postal ballot process during FY 2019-20.

### Whether any resolutions are proposed to be conducted through postal ballot:

No Resolution is proposed to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

### Procedure for Postal Ballot:

Prescribed procedure for postal ballot as per the provisions contained in this behalf in the Companies Act, 2013 read with rules made there under as amended from time to time shall be complied with whenever necessary.

## SUBSIDIARY COMPANIES

Pursuant to the Scheme of Amalgamation entire investments of Praveg Communications Limited (including investments in subsidiary companies) stood transferred to Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited).

As a result, Praveg Tourism Private Limited, Praveg Communication (AUS) Pty. Limited and Praveg Communications USA Inc. subsidiary companies of Transferor Company have become subsidiary companies of Praveg Communications (India) Limited. The Company's Policy for determining Material Subsidiaries is available on the website of the Company at <https://praveg.com/wp-content/uploads/2020/09/Policy-for-Determining-Material-Subsidiaries.pdf>.

## MEANS OF COMMUNICATION

### Quarterly results

The Company's Quarterly / Half-Yearly / Annual Financial Results were submitted to the Stock Exchange i.e. BSE Limited immediately after the conclusion of the Board meetings and were also published in two newspapers namely Free Press Gujarat (English) and Lok Mitra (Gujarati). The Company regularly puts latest information and financial data on the website of the Company and can be accessed at <https://praveg.com/financial-reporting>.

### Website

The Company's website ([www.praveg.com](http://www.praveg.com)) contains a separate dedicated section 'Investors Relations' where shareholders' information is available.

### Annual Report

The Annual Report containing, inter alia, Audited Financial Statements, Audited Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms a part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

### Letters to Investors

Letters were sent to the shareholders as per records, for dematerialisation of shares, updating PAN and bank account details. The Company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialised form w.e.f. April 1, 2019.

## SEBI Complaints Redress System (SCORES)

Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

## Designated exclusive email-IDs

The Company has designated the following email-IDs exclusively for investor servicing:

- For queries on Annual Report: cs@praveg.com
- For queries in respect of shares in physical mode: mcsstaahmd@gmail.com

## GENERAL SHAREHOLDER INFORMATION

### Company Registration Details

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231GJ1995PLC024809.

### Annual General Meeting

Day & Date : Monday, September 28, 2020

Time : 04:00 p.m.

Mode : Through Video Conferencing / Other Audio Visual Means

### Registered Office

101-102, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013, Gujarat.

### Financial Year

Starting on 1st April and ending on 31st March every year.

### Financial Calendar for FY 2020-21 (Tentative Schedule, subject to change)

Quarter ending June 30, 2020	: Mid September, 2020
Quarter and Half-year ending September 30, 2020	: Mid November, 2020
Quarter ending December 31, 2020	: Mid February, 2020
The year ending March 31, 2021	: End May, 2021

### Date of Book-Closure

Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of 25th Annual General Meeting and determining entitlement for dividend.

### Dividend Payment Date

Final Dividend of ₹ 1.50 per share (15%) will be paid on or after Thursday, October 1, 2020, if approved by the members in the ensuing Annual General Meeting.

### Listing on Stock Exchange

The Equity Shares of the Company is listed with the following Stock Exchange:

#### BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

Scrip Code - 531637; Symbol: PRAVEG

Depositories:

1. National Securities Depository Limited (NSDL)  
Trade World, 4th Floor, Kamala Mills Compound, Sanapati Bapat Marg, Lower Parel, Mumbai - 400013
2. Central Depository Services (India) Limited (CDSL)  
Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400013

The Shares of the Company are traded compulsorily in Demat Segments. The ISIN allotted to the Company's Equity Shares under the depository system is **INE722B01019**.

Annual Listing fees has been paid to the BSE Limited and Annual Custody / Issuer fee for the FY 2020-21 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

**Market price Data: High, Low during each month in Financial Year 2019-20**

Monthly Share Price Movement during the financial year 2019-20 at BSE:

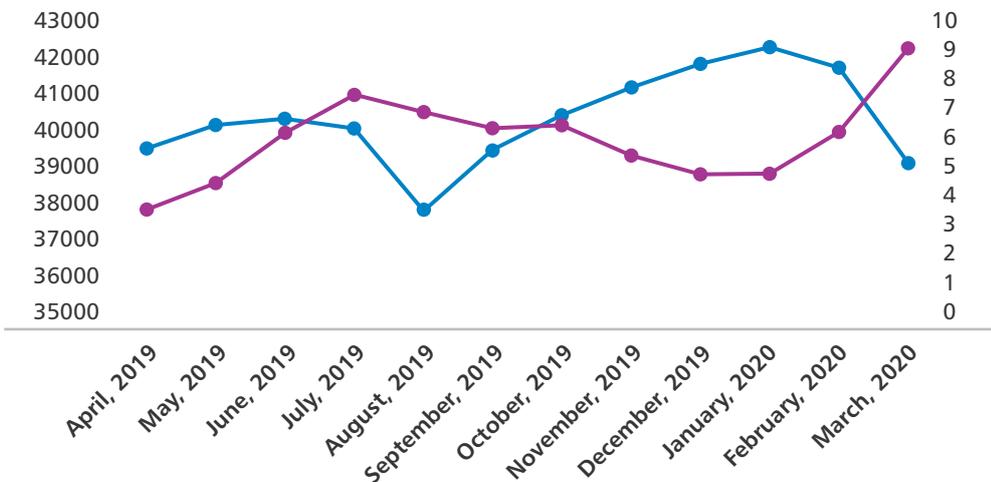
Month	High (₹)	Low (₹)	Volume (No. of Shares)
April, 2019	3.51	2.78	13385
May, 2019	4.40	3.58	1742
June, 2019	6.14	4.48	177249
July, 2019	7.45	6.26	47434
August, 2019	6.86	5.98	2366
September, 2019	6.30	5.96	835
October, 2019	6.41	5.44	26270
November, 2019	5.34	4.81	11980
December, 2019	4.72	4.15	17137
January, 2020	4.73	4.07	57322
February, 2020	6.17	4.82	17135
March, 2020	9.05	6.29	112800

(Source: This information is compiled from the data available from the website of BSE)

**Performance in comparison to broad-based indices such as BSE Sensex**

Praveg

BSE Sensex

**Registrar and Transfer Agents**

MCS Share Transfer Agent Limited is appointed as Registrar and Transfer Agents of the Company for both Physical and Demat Shares. The address is given as below:

MCS Share Transfer Agent Limited

101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009

Tel: +91 79 2658 0461 / 62 / 63 Email: mcsstaahmd@gmail.com Contact Person: Mr. Jagdish Patel

Shareholders are requested to correspond directly with the Registrar and Transfer Agent for transfer / transmission of shares, change of address, queries pertaining to their shares, dividend etc.

**Share Transfer System**

SEBI has mandated that, effective April 1, 2019; no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

During the year, the Company had obtained, on half-yearly basis, a certificate, from a Company Secretary in Practice, certifying that all certificates have been issued within thirty days of the date of lodgment of the transfer (for cases lodged prior to April 1, 2019), sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said certificate with the Stock Exchanges.

Trading in equity shares of the Company is permitted only in dematerialised form.

**Distribution of Shareholding as on March 31, 2020 is as follows:**

Range (No. of Shares)	Number of Shareholders		Equity Shares held in each category	
	Shareholders	% of Total	Total Shares	% of Total
Up to 500	457	45.52	117272	0.63
501 to 1000	204	20.32	187212	1.01
1001 to 2000	119	11.85	194401	1.05
2001 to 3000	53	5.28	136445	0.74
3001 to 4000	27	2.69	98113	0.53
4001 to 5000	28	2.79	134884	0.73
5001 to 10000	45	4.48	339601	1.84
Above 10000	71	7.07	17276172	93.47
<b>TOTAL</b>	<b>1004</b>	<b>100.00</b>	<b>18484100</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2020 is as follows:**

Category	No. of shares held	(%) of Total
Promoters	13673500	73.97
Bodies Corporate	393192	2.13
Public	4199442	22.72
NRIs	7915	0.04
HUF	202651	1.10
Financial Institutions/Banks	7400	0.04
<b>Total</b>	<b>18484100</b>	<b>100.00</b>

## Dematerialisation of Shares and Liquidity

The Equity Shares of the Company are tradable in compulsory dematerialised segment of the stock exchange and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The demat security (ISIN) code for the Equity Share is INE722B01019.

As on March 31, 2020, 17506634 (constituting 94.71%) were in dematerialized form. The Company's Equity Shares are frequently traded on the BSE Limited.

## Outstanding GDRS / ADRS / Warrants / Any Other Convertible Instruments

The Company does not have any outstanding instruments of the captioned type.

## Proceeds from Public Issue / Rights Issue / Preferential Issue / Warrant Conversion

During the year, the Company has not raised any fund through Public Issue / Rights Issue / Preferential Issue / Warrant Conversion.

## Details of Unpaid Dividend

The company does not have any unpaid dividend amount.

## Address for Correspondence

### Praveg Communications (India) Limited

(Formerly known as Sword and Shield Pharma Limited)

101-102, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013

Tel: +91 79 27496737 | Email: cs@praveg.com | Website: www.praveg.com | CIN: L24231GJ1995PLC024809

For any queries relating to the shares of the Company, correspondence may be addressed to the Company's RTA at:

MCS Share Transfer Agent Limited

101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad -380009

Tel: +91 79 2658 0461 / 62 / 63, Email: mcsstaahmd@gmail.com

## OTHER DISCLOSURES

### Related Party Transaction

The Company has no materially significant related party transactions with related parties during the financial year which conflicted with the interest of the Company. All Related Party Transactions during the year have been disclosed in notes on financial statements as per the requirement of "Ind AS 24 - Related Party Disclosure issued by Institute of Chartered Accountants of India (ICAI)".

All the transactions entered into with Related Parties as defined under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the Ordinary Course of business and on arms-length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions.

The Board has approved a policy for related party transactions which is available on the website of the Company at [https://praveg.com/codeof-conduct-and-policies/10.-Related-Party-Transactions-Policy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/10.-Related-Party-Transactions-Policy_PCL.pdf).

Business risk evaluation and management is an ongoing process within the Organization. During the period under review, a detailed exercise on the Business Risk Management was carried out covering all aspects of business operations.

### Details of Non-Compliance by the Company, Penalties, Strictures imposed on the Company by Stock Exchange or SEBI, or Any Statutory Authority, on Any Matter Related to Capital Markets, during the Last Three Years

The BSE Limited raised queries vide letter reference no. LC/AT/038/2019-20 dated May 3, 2019 regarding Non-Disclosure of details of unlisted company in the explanatory statement of notice convening meetings of shareholder and creditors, company was required to fully adhere the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 for which Company had represented vide our letter dated May 8, 2019. Further, Company submitted Condonation for non-compliance as identified by exchange and undertake to follow necessary procedural requirement in respect of above mentioned Condonation of non-compliances.

### Whistle Blower Policy

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. The Whistle Blower Policy as approved by the Board is available on the website of the Company at [https://praveg.com/codeof-conduct-and-policies/11-WhistleBlowerPolicy\\_PCL.pdf](https://praveg.com/codeof-conduct-and-policies/11-WhistleBlowerPolicy_PCL.pdf).

### Risk Management

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization to ensure smooth operation and effective management control. The Audit Committee has to review the adequacy of the risk management framework of the Company, the key risks associated with the business and to measure the steps to minimize the same.

### Code of Conduct for Prevention of Insider Trading

Company's Code of Conduct for Prevention of Insider Trading, as approved by the Board of Directors, inter alia, prohibits purchase / sale of securities of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company.

### Prevention of Sexual Harassment of Women at Workplace

The Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. There were no complaints pertaining to sexual harassment during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

## Adoption of Mandatory and Non-Mandatory requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations.

**a) The Board**

Your Company maintains a separate office for its Non-Executive Chairman. All necessary infrastructure and assistance is made available to enable him to discharge his responsibilities effectively.

**b) Shareholders Right**

The Quarterly, Half-yearly and Annual Financial Results of the Company are published in newspapers and posted on Company's website [www.praveg.com](http://www.praveg.com). The same are also available on the site of the stock exchange where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com).

**c) Modified Opinion(s) Audit Report**

The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on financial statements.

**d) Reporting of Internal Auditor**

The Internal Auditor of the Company is permanent invitee to the Audit Committee Meeting and regularly attends the meeting for reporting their findings of the internal audit to the Audit Committee.

**Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulations 32 (7A) : Not Applicable**

### No Disqualification Certificate from Company Secretary in Practice

Certificate from Mr. Anand Lavingia, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report.

### Fees Paid to the Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2020, is ₹ 6.35 lakhs.

**The details of any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year and which is not accepted by the Board**

The Board of Directors of the Company has accepted all recommendation of the Committees of the Board.

## CEO AND CFO CERTIFICATION

The Managing Director (MD) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report. The MD and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

## COMPLIANCE CERTIFICATE OF COMPANY SECRETARY IN PRACTICE

Certificate from Mr. Anand Lavingia, Practicing Company Secretary, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

## CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' in respect of the financial year 2019-20.

**Paraskumar Patel**  
Managing Director

Ahmedabad, August 22, 2020

## NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,  
The Members  
**Praveg Communications (India) Limited**  
(Formerly known as Sword and Shield Pharma Limited)  
101-102, First Floor, Shanti Arcade,  
132 Feet Ring Road, Naranpura,  
Ahmedabad - 380013

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Praveg Communications (India) Limited having CIN L24231GJ1995PLC024809 and having registered office at 101-102, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013, Gujarat, India (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment
1.	Paraskumar Maneklal Patel	00467608	27/01/2020
2.	Vishnukumar Vitthaldas Patel	02011649	27/01/2020
3.	Sunita Paras Patel	01752711	27/01/2020
4.	Pareshkumar Kantilal Patel	02352677	04/08/2015
5.	Jayeshkumar Madhavlal Patel	00473443	04/08/2015
6.	Dilipkumar Chunilal Patel	00473816	04/08/2015
7.	Kanjibhai Mansangbhai Chaudhary	00505694	04/08/2015

\* As per website of Ministry of Corporate Affairs.

It shall be noted that ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : August 22, 2020  
Place : Ahmedabad

**Anand Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 C P No.: 11410  
UDIN: A026458B000605927

## CEO / CFO CERTIFICATE

To,  
The Board of Directors  
**Praveg Communications (India) Limited**  
(Formerly known as Sword and Shield Pharma Limited)

1. We have reviewed financial statements and the cash flow statement of Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited) (the Company) for the year ended March 31, 2020 and to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
  - a) there are no significant changes in internal controls over financial reporting during the year;
  - b) there are no significant changes in accounting policies during the year; and
  - c) there are no instances of significant fraud of which we have become aware.

Date : July 3, 2020  
Place : Ahmedabad

**Paraskumar Patel**  
Managing Director

**Viral Doshi**  
Chief Financial Officer

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

(Refer Chapter IV of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**Praveg Communications (India) Limited**  
(Formerly known as Sword and Shield Pharma Limited)  
101-102, First Floor, Shanti Arcade,  
132 Feet Ring Road, Naranpura,  
Ahmedabad - 380013

We have examined all the relevant records of Praveg Communications (India) Limited ("the Company") for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI (LODR) Regulations, 2015), for the period March 24, 2020 to March 31, 2020. We have obtained the record available on the website of the stock exchanges and all such other information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

In our opinion and to the best of our information and according to the explanations and information furnished to us and available on the website of the stock exchanges, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Regulations 17 to 27, Regulation 46 and Parts A, B, C and D of Schedule II except Regulations 21, 25(1), 25(6) and 25(10) which were not applicable to the Company.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted non-mandatory requirements specified in Points A, C and E.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. Further, it shall be noted that corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were applicable to the Company w.e.f. March 24, 2020, due to increase in Paid-up Share Capital of the Company exceeding rupees ten crore. Accordingly, this Compliance Certificate certifies the compliance of conditions of corporate governance for the period March 24, 2020 to March 31, 2020 only.

This certificate 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.

Date : August 22, 2020  
Place : Ahmedabad

**Anand Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 C P No.: 11410  
UDIN: A026458B000605938

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## OVERVIEW

The objective of this report is to convey the Management's perspective on the external environment and Events-Exhibition and Hospitality Industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2019-20. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

Your attention is also drawn to sections on Opportunities, Risks and Strategy Planning forming part of the Integrated Report.

## INDIAN ECONOMIC OVERVIEW

Indian Economy is the 5th largest economy in the world. The Indian economy grew by 4.2%<sup>1</sup> in FY 2019-20 still remaining one of the fastest growing major economies in the world. Industrial activity remained healthy in the beginning of the year, but saw some weakness later. This economic slowdown can be attributed to weak investments and declining consumer demand.

Despite the slowdown, the country has improved its ranking in World Bank's doing business and stood at 63<sup>rd</sup> position current year 2019 as compared to 142<sup>nd</sup> position in 2014. This improvement was backed by reforms introduced by the Government of India such as corporate tax rate cuts, ease in manufacturing policies to boost the Make in India campaign, infusion of ₹ 70,000 crores in public sector Banks, etc. With these initiatives, the PMI for the month of January 2020 rose to 55.3, taking it to an eight-year high.

However, the recent outbreak of COVID-19, which led to a country wide lockdown to curtail the spread of the virus, has posed new challenge and has altered the outlook of the Indian Economy. Outbreak of COVID-19 would make growth environment challenging in first half of FY 2020-21 but liquidity measures announced by the government should help provide support. Fiscal as well as monetary measures have been introduced and are expected to decelerate this slowdown and will help the economy grow in at rebound within a short period of time. Looking ahead, the Indian Economy is expected to touch 7.4%<sup>2</sup> growth rate by FY 2021-22.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian event management industry underwent a dramatic change in the past decade. The term itself got redefined as it changed from being a business that just involved organising weddings to a business that takes care of every 'happening', be it private or public. Now everything seems to be done on a big scale, hence individuals as well organizations have acknowledged the need to hire professionals for handling the events. Corporate events, live entertainment shows, conference, exhibitions, large scale weddings are just some examples of the services offered by various event management companies.

Indian economy witnessed an alarming growth as far as the size of the event management industry is concerned. It has grown significantly and experts believe that it is just the commencement of a new era. Digital activation, rural expansion, product launches, personal events, government initiatives, etc are considered to be the key growth drivers for the industry.

## OPPORTUNITIES AND THREATS

We believe that we are well-positioned in our business. With almost 2 decades of experience, we believe we are uniquely positioned to provide our Event Management services.

- We offer end-to-end services offering capabilities in managing events and exhibitions.
- We have perfect and sophisticated service delivery that resulted in a track record of performance excellence.
- We have the ability to attract and retain high-quality management, project professionals, and sales personnel.
- We have a strong and well-recognized brand.
- We have financial strength to be able to invest in personnel and infrastructure to support the evolving demands.
- We maintain high ethical and corporate governance standards to ensure honest and professional business practices.

We experience intense competition in a rapidly-changing marketplace. Clients often cite our industry expertise, comprehensive end-to-end service capability, ability to scale, established platforms, superior quality and process execution, experienced team of professionals and track record as reasons for awarding us contracts.

In future, we expect intensified competition.

## SEGMENT-WISE OR PRODUCT WISE PERFORMANCE

Praveg Communications (India) Limited is one of the leading Events, Exhibition & Hospitality management companies in India with full-fledged event infrastructure and a strong team equipped with the expertise and experience in executing and managing the events and many hospitality projects.

In over a decade and a half of services, Praveg has executed more than 600 events in domains like Energy, Real Estate, Tourism and Hospitality and Government projects among many others.

Praveg Communications (India) Limited is an official operator of Tourism Corporation of Gujarat Limited for operating and managing renowned hospitality projects like White Rann Resort, Kutch and Tent City Narmada, Statue of Unity.

## OUTLOOK

The Covid-19 pandemic is a global humanitarian and health crisis. The actions taken by various governments to contain the pandemic, such as closing of borders and lockdown restrictions, resulted in significant disruption to people and businesses. Consequently, market demand and supply chains have been affected, significantly increasing the risk of a global economic recession.

Despite the adverse situation, the company strived hard to come out of the uncertainties prevailing in the market through its strategic planning and tireless effort and achieved commendable results.

Having conquered various challenges, Praveg Communications (India) Limited has been working towards ensuring manifold growth of the Company through proposed expansion of its portfolio into Real Estate and Energy sectors.

We believe the Company has a great deal of opportunities for future growth. There is enormous untapped potential across our established brand equity and diversified product portfolio and we continue to take several steps towards capitalizing on these growth drivers. The Company also continues to converge on improving business capabilities and enhancing growth levers.

## RISKS AND CONCERNS

The Company is exposed to business risks which may be internal as well as external. A majority of company's revenue comes from government projects, which ensured minimal risks for the Company. The Company is subject to risk factors like sponsorship, guest safety, technology, speaker and performer training, public relations outreach, food safety concerns, etc.

The Company has comprehensive risk management system in place, which is tailored to the specific requirements of its business. The system is deployed taking into account various factors such as the size and nature of the inherent risks and the regulatory environment of the business or operations. The risk management system enables the Company to recognize and analyze risks early and take the appropriate action. The senior management of the Company regularly reviews the risk management processes of the Company for effective risk management.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal financial controls, commensurate with its size and business operation. It ensures timely and accurate financial reporting in accordance with applicable accounting standards, safeguarding of assets against unauthorized use or disposition and compliance with all applicable regulatory laws and Company policies.

Internal Auditors of the Company review the internal financial control systems on a regular basis for its effectiveness, and necessary changes and suggestions are duly incorporated into the system. Internal audit reports are also reviewed by the Audit Committee of the Board.

## PERFORMANCE

The company's end-to-end service capability and uncompromising quality have resulted in remarkable operational financial performance for the Company. Key Highlights of the Company's financial performance (standalone and consolidated) for the year ended March 31, 2020 is summarized below:

(₹ in Lakhs)

FINANCIAL RESULTS AND APPROPRIATIONS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operations	5951.79	5911.48	5951.14	6012.03
Other Income	35.46	72.82	40.57	74.16
<b>Total Revenue</b>	<b>5987.25</b>	<b>5984.30</b>	<b>5991.71</b>	<b>6086.19</b>
<b>Profit before tax</b>	<b>520.97</b>	<b>400.53</b>	<b>523.32</b>	<b>392.01</b>
Tax Expense	156.52	114.11	156.73	116.12
<b>Profit for the period</b>	<b>364.45</b>	<b>286.42</b>	<b>366.59</b>	<b>275.89</b>

In view of the amalgamation, the above financial results include the results of the erstwhile Praveg Communications Limited. Accordingly, the figures for the current financial year ended March 31, 2020 are comparable with the figures of the previous financial year ending March 31, 2019.

The Company discloses financial results on a quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the website of the Company at [www.praveg.com](http://www.praveg.com).

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Our culture and reputation as a leader in Event and Exhibition Management services enable us to attract and retain some of the best talent.

At Praveg, we focus on the workplace of tomorrow that promotes a collaborative, transparent and participative organization culture, innovation and rewards individual contribution. The focus of human resources management at Praveg is to ensure that we enable each and every employee to navigate the next, not just for clients, but also for themselves. The three key strategic pillars of our Employee Value Proposition are:

- Be the Navigator
- Making sure their career never stands still
- Navigating further, together

Our professionals are our most important assets. We believe that the quality and level of service that our professionals deliver are among the highest in the industry. We are committed to remaining among the industry's leading employers.

As at March 31, 2020, the Organization employed 80 employees. During fiscal 2020, we added 26 new hires, net of attrition.

We have built our talent pool by recruiting new students from premier universities, colleges and institutes of Gujarat and India.

## DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AND RETURN ON NETWORTH

Pursuant to amendment made in Schedule V to the Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone basis) including explanations thereof are given below:

Sr. No.	Ratio Name	F.Y. 2019-20	F.Y. 2018-19	% change	Explanation
1	Trade Receivables' Turnover Ratio	5.74	8.25	(30.43%)	The decline is on account of high turnover in March 2020 as compared to March 2019 thus resulting in more trade receivables as on 31/03/2020 as compared to 31/03/2019.
2	Interest Coverage Ratio	12.67	16.41	(22.78%)	Not Applicable
3	Current Ratio	2.41	2.04	17.99%	Not Applicable
4	Debt Equity Ratio	0.66	0.86	(23.03%)	Not Applicable
5	Operating Profit Margin (%)	18.07%	13.43%	34.54%	Ratio shows significant improvement on account of decrease in operating cost pertaining to rent and travelling expenses significantly as compared to previous year.
6	Net Profit Margin (%)	6.09%	4.79%	27.18%	Ratio shows significant improvement on account of increase in operating profit significantly as compared to previous year.
7	Return on Net Worth	24.48%	24.40%	0.34%	Not Applicable

## CAUTIONARY STATEMENT

The above Management Discussion and Analysis contains certain forward-looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update any forward-looking statements made from time to time on behalf of the Company.

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# INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
Praveg Communications (India) Limited  
(Formerly known as Sword and Shield Pharma Limited in which Praveg Communications Limited has been amalgamated)

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying standalone financial statements of Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited in which Praveg Communications Limited has been amalgamated) ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter collectively referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013 (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### EMPHASIS OF MATTER

1. We draw attention to Note No.41 to the accompanying standalone financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of the matter.
2. We draw attention to Note No.40 to the accompanying standalone financial statements regarding accounting of the scheme of amalgamation of Praveg Communications Limited in Praveg Communications (India) Limited from the appointed date being 1st April, 2016 as approved by the National Company Law Tribunal (NCLT), Ahmedabad Bench, though the Scheme has become operationally effective from 1st March, 2020, however comparatives for the previous year have been disclosed in the financial statements of both companies.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context described hereunder.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of

procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements;

**1) Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers":-**

**Matter:-**

The application of the Ind AS115 for revenue recognition involves certain key judgements such as identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.

**How our audit addressed this matter : -**

We assess the company's process to identify distinct performance obligations, transaction price and appropriateness of the basis used to measure revenue recognized. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

We evaluated the design of internal controls relating to revenue recognition. In the process, we selected samples of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price & basis of measurement. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Selected a sample of continuing and new contracts and performed the following procedures:

- Read, analysed and identified the distinct performance obligations in these contracts.
- Compared these performance obligations with that identified and recorded by the Company.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Evaluated the contracts on the basis of whether the contract is Fixed Price or Variable price contract, terms of obligation fulfilment, duration of contract and accrual points of revenue from such contracts.

**2) Effect of scheme of amalgamation as approved by Hon'ble NCLT**

**Matter:-**

Hon'ble NCLT have approved the scheme of amalgamation of Praveg Communications Limited into Praveg Communications (India) Limited by virtue of its order dtd 23-01-2020 which was filed with the MCA and became effective on 24-01-2020, which is made operationally effective from 01-03-2020, from appointed date 01-04-2016. The Company accounted for the amalgamation in the nature of merger under pooling of interest method as directed by the scheme approved by the Hon'ble NCLT.

We have determined this to be a key audit matter in view of the nature of transaction, complexity involved in selection of accounting treatment for merger, significant management judgment involved with respect to alignment of accounting policies, estimates and accounting post-merger and disclosure of comparative information.

**How our audit addressed this matter:-**

We evaluated the appropriateness of treatment as per 'Pooling of interest' method of accounting adopted by the management to account for the merger as directed by the approved scheme of Hon'ble NCLT.

On verification of the Order of Hon'ble NCLT, Scheme approved by Hon'ble NCLT, standards of accounting for treatment of business combinations i.e. Ind AS 103 and requirements of other accounting standards with respect to business combinations read with Companies (Indian Accounting Standards) Rules, 2015, the conclusion of management that the accounting treatment of the amalgamation shall be given as per the specific directions under the scheme approved by the Hon'ble NCLT and accounting treatment of the amalgamation shall be as per pooling of interest method as directed by the scheme approved by Hon'ble NCLT found appropriate.

We have corroborated the adherence to the directions as mentioned in the Scheme approved by Hon'ble NCLT in the management's alignment of accounting policies and estimates by comparing the significant accounting policies and estimates.

## INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

The other information is expected to be made available to us after the date of this auditor's report. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
    - i) As informed to us, the Company has disclosed the impact of pending litigations on its financial position in its standalone 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 has been no amount required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure-B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For, **B. K. PATEL & CO**  
Chartered Accountants  
Firm Regn No. 112647W

**K. D. Patel**  
Partner

Date : July 3, 2020  
Place : Ahmedabad

Membership No.039919  
UDIN: 20039919AAAABA9277

## ANNEXURE-“A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited) of even date)

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited) (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Board of Directors of the Company 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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 judgement, 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 internal financial controls system over financial reporting of the Company.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE STANDALONE FINANCIAL STATEMENTS**

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**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **B. K. PATEL & CO**  
Chartered Accountants  
Firm Regn No. 112647W

**K. D. Patel**  
Partner  
Membership No.039919  
UDIN: 20039919AAAABA9277

Date : July 3, 2020  
Place : Ahmedabad

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Praveg Communications (India) Limited (Formerly Sword and Shield Pharma Limited) of even date)

- I. In respect of the Company's fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Company has a program of verification to cover all the items of fixed assets, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are in the process to be transferred to be held in the name of the Company as at the balance sheet date. Company has already made application to superintendent of stamp for stamp duty adjudications, the said application is under process. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the process to be transferred into name of the Company.
- ii. As explained by the management, it has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to its wholly owned subsidiary Company covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations
  - (c) There is no overdue amount in respect of this loan remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues :
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues as applicable to it with the appropriate authorities. The provisions relating to excise duty are not applicable to the Company.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable. The provisions relating to excise duty are not applicable to the Company.
  - c) Details of dues of Income Tax, Sales Tax, Service Tax, and Value Added Tax which have not been deposited as at March 31, 2020 on account of dispute are given below :

Nature of Statute	Nature of Dues	Forum where the dispute is pending	Period to which the amount relates	Amount ₹ In lakhs
Finance Act, 1994.	Service Tax (+) Penalty on S.T.	Additional Commissioner Central Tax, GST, Ahmedabad, North.	FY 2012-13 and FY 2013-14	106.38 (+) 106.48

- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions, banks, debenture holders or government, accordingly reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and accordingly reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and accordingly reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and accordingly reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, **B. K. PATEL & CO**  
Chartered Accountants  
Firm Regn No. 112647W

**K. D. Patel**  
Partner  
Membership No.039919  
UDIN: 20039919AAAABA9277

Date : July 3, 2020  
Place : Ahmedabad

# STANDALONE BALANCE SHEET

## AS AT 31-MARCH-2020

Amount in ₹ in Lakhs

Particulars	Note No.	As at 31/03/2020	As at 31/03/2019
<b>I Assets</b>			
1 Non-current Assets			
(a) Property, Plant and Equipment	2	325.00	285.71
(b) Other Intangible Assets	2	0.30	0.36
(c) Financial Assets			
(i) Non Current Investment	3	21.17	3.08
(d) Deferred Tax Assets (Net)	4	16.22	16.01
(e) Other Non Current Assets	5	6.95	8.24
<b>Total Non-current Assets</b>		<b>369.64</b>	<b>313.4</b>
2 Current Assets			
(a) Inventories	6	244.28	195.76
(b) Financial Assets			
(i) Trade Receivables	7	1,292.67	782.47
(ii) Cash and Cash Equivalents	8	252.22	95.55
(iii) Other Bank Balance	9	30.16	103.53
(iv) Current Loans	10	124.04	549.20
(v) Other Financial Assets	11	56.57	18.78
(c) Other Current Assets	12	109.18	129.60
<b>Total Current Assets</b>		<b>2,109.12</b>	<b>1,874.89</b>
<b>Total Assets</b>		<b>2,478.76</b>	<b>2,188.29</b>
<b>II Equity and liabilities</b>			
1 Equity			
(a) Equity Share Capital	13	1,848.41	1,848.41
(b) Other Equity	14	(359.58)	(674.32)
<b>Total Equity</b>		<b>1,488.83</b>	<b>1,174.09</b>
2 Liabilities			
2A Non-current Liabilities			
(a) Financial Liabilities			
(i) Non-current Borrowings	15	91.83	95.29
(b) Long Term Provisions	16	22.00	0.00
<b>Total Non-current Liabilities</b>		<b>113.83</b>	<b>95.29</b>
2B Current Liabilities			
(a) Financial Liabilities			
(i) Current Borrowings	17	3.48	416.32
(ii) Trade Payables			
Total outstanding dues of creditors other than micro and small enterprises	18	512.94	303.88
(iii) Other Financial Liabilities	19	93.93	48.20
(b) Current tax liabilities (net)	20	44.21	5.87
(c) Short Term Provisions	21	44.12	45.75
(d) Other Current Liabilities	22	177.42	98.89
<b>Total Current Liabilities</b>		<b>876.10</b>	<b>918.91</b>
<b>Total Liabilities</b>		<b>989.93</b>	<b>1,014.20</b>
<b>Total Equity and Liabilities</b>		<b>2,478.76</b>	<b>2,188.29</b>

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants

FRN : 112647W

**CA Kantilal D Patel**

Partner

Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director

DIN : 00467608

**CA Viral Doshi**

Chief Financial Officer

Date : July 3, 2020

Place : Ahmedabad

**Vishnukumar Patel**

Chairman

DIN : 02011649

**Mukesh Chaudhary**

Company Secretary

# STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31/03/2020

Amount in ₹ in Lakhs

Particulars	Note No.	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Revenue from operations	23	5,951.79	5,911.48
Other Income	24	35.46	72.82
<b>Total Income</b>		<b>5,987.25</b>	<b>5,984.30</b>
<b>Expenses</b>			
Event & Site Expenses	25	4,277.49	4,469.46
Employee Benefit Expenses	26	432.01	350.40
Finance Costs	27	54.01	38.43
Depreciation and Amortisation Expense	2	96.72	40.00
Other Expenses	28	606.05	685.48
<b>Total Expenses</b>		<b>5,466.28</b>	<b>5,583.77</b>
<b>Profit before tax</b>		<b>520.97</b>	<b>400.53</b>
<b>Tax Expense:</b>			
Current Tax		156.72	115.74
Deferred Tax		(0.20)	(1.63)
		<b>156.52</b>	<b>114.11</b>
<b>Profit for the Year</b>		<b>364.45</b>	<b>286.42</b>
Other Comprehensive Income		0.00	0.00
<b>Total comprehensive income for the year</b>		<b>364.45</b>	<b>286.42</b>
<b>Earnings Per Equity Share (EPS)</b>			
Basic and Diluted EPS (₹)	32	1.97	1.55

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants

FRN : 112647W

**CA Kantilal D Patel**

Partner

Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director

DIN : 00467608

**CA Viral Doshi**

Chief Financial Officer

Date : July 3, 2020

Place : Ahmedabad

**Vishnukumar Patel**

Chairman

DIN : 02011649

**Mukesh Chaudhary**

Company Secretary

## STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31/03/2020

### A. EQUITY SHARE CAPITAL

Amount in ₹ in Lakhs

Particulars	No. of Shares	Amount
Balance as at 01/04/2018	51,50,600	515.06
Changes in equity share capital during the year	0	0.00
Balance as at 31/03/2019	51,50,600	515.06
Issue during the year in Pursuant to amalgamation	1,33,33,500	1,333.35
Balance as at 31/03/2020	1,84,84,100	1,848.41

### B. OTHER EQUITY

Amount in ₹ in Lakhs

Particulars	Retained Earnings	General Reserve	Share Premium Reserve	Capital Reserve	Total
Balance as at 01/04/2018	(495.94)	0.00	0.00	0.00	(495.94)
Additions pursuant to the scheme of arrangement during the year	767.57	57.77	169.56	(1,315.57)	(320.67)
Profit for the year	286.42	0.00	0.00	0.00	286.42
Dividend Paid	(10.14)	0.00	0.00	0.00	(10.14)
Dividend Distribution Tax	(2.06)	0.00	0.00	0.00	(2.06)
Utilised for buy back	0.00	0.00	(131.93)	0.00	(131.93)
Balance as at 31/03/2019	545.85	57.77	37.63	(1,315.57)	(674.32)
Balance as at 01/04/2019	545.85	57.77	37.63	(1,315.57)	(674.32)
Profit for the year	364.45	0.00	0.00	0.00	364.45
Dividend Paid	(35.56)	0.00	0.00	0.00	(35.56)
Dividend Distribution Tax	(7.30)	0.00	0.00	0.00	(7.30)
Tax on Buy Back of Equity	(6.85)	0.00	0.00	0.00	(6.85)
Balance as at 31/03/2020	860.59	57.77	37.63	(1,315.57)	(359.58)

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants

FRN : 112647W

**CA Kantilal D Patel**

Partner

Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director

DIN : 00467608

**Vishnukumar Patel**

Chairman

DIN : 02011649

**CA Viral Doshi**

Chief Financial Officer

**Mukesh Chaudhary**

Company Secretary

Date : July 3, 2020

Place : Ahmedabad

## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31/03/2020

Amount in ₹ in Lakhs

Particulars	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	520.97	400.53
Adjustments for:		
Depreciation and Amortisation Expense	96.72	40.00
Interest income	(9.24)	(11.62)
Foreign Exchange Gain	(21.21)	(30.40)
Finance cost	54.01	38.43
Loss on sale of Property, Plant and Equipments	0.01	0.00
Sundry Balances Written off / (written back)	26.11	(30.77)
Cash generated from the operations of acquisition	0.00	216.73
<b>Operating profits before working capital changes</b>	<b>667.37</b>	<b>622.90</b>
<b>Changes in working capital</b>		
Increase in Inventories	(48.52)	167.00
Increase in Trade receivables	(536.31)	(311.78)
Decrease in other assets	(15.50)	5.93
Increase in Trade payables	209.06	(42.78)
Decrease in other liabilities and provisions	98.90	1.53
	<b>(292.37)</b>	<b>(180.10)</b>
<b>Cash generated from operations</b>	<b>375.00</b>	<b>442.80</b>
Taxes (paid)	(119.39)	(169.97)
<b>Net Cash generated from operating activities</b>	<b>255.61</b>	<b>272.83</b>
<b>B Cash flow from Investing activities</b>		
Capital expenditure on Property, plant and equipments, including Capital work in progress and capital advances	(135.97)	(197.06)
Proceeds from sale of property, plant and equipments		
Investment in Joint Venture	(18.09)	(2.51)
Bank deposit / margin money withdrawn / (deposited)	73.37	(64.01)
Loan received back / (given) from / to related parties	426.29	(82.08)
Loan received back / (given) from / to others	15.68	(15.68)
Interest received	14.07	2.96
<b>Net cash generated from / (used in) Investing activities</b>	<b>375.35</b>	<b>(358.38)</b>
<b>C Cash flow from Financing activities</b>		
Proceeds from Non current borrowings	42.27	0.00
Repayment of Non current borrowings	0.00	(26.27)
Net Proceeds / (Repayment ) of current borrowings	(412.84)	226.09
Finance cost paid	(54.01)	(38.43)
Payment of Dividend inclusive tax on dividend	(42.86)	0.00
Tax on buy back of shares	(6.85)	0.00
<b>Net Cash (used in) / generated from Financing activities</b>	<b>(474.29)</b>	<b>161.39</b>
<b>Net increase in Cash &amp; Cash equivalents (A+B+C)</b>	<b>156.67</b>	<b>75.84</b>
Cash and Cash equivalents received from acquisition	0.00	8.83
Cash and Cash equivalents at the beginning of the year	95.55	10.88
<b>Cash and Cash equivalents at the end of the year</b>	<b>252.22</b>	<b>95.55</b>

i) The above Standalone Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

ii) Cash and cash equivalents comprise of:

Amount in ₹ in Lakhs

Particulars	As at 31/03/2020	As at 31/03/2019
Balances with banks : -		
-In current accounts	29.11	90.91
-In Over Draft account	217.33	0.00
Cash on hand	5.78	4.64
<b>Cash and cash equivalents as per statement of cash flow</b>	<b>252.22</b>	<b>95.55</b>

ii) Changes in liabilities arising from financing activities

Particulars	01/04/2019	Cash flow	Other Adjustment	31/03/2020
Long-term Borrowings (including Current Maturities of Long Term Debt)	143.49	42.27	0.00	185.76
Short-term borrowing	416.32	(195.51)	0.00	220.81
Finance Cost Paid	0.00	(54.01)	0.00	(54.01)
<b>Total</b>	<b>559.81</b>	<b>(207.25)</b>	<b>0.00</b>	<b>352.56</b>

Particulars	01/04/2018	Cash flow	Other Adjustment	31/03/2019
Long-term Borrowings (including Current Maturities of Long Term Debt)	60.41	83.08	0.00	143.49
Short-term borrowing	252.50	163.82	0.00	416.32
Finance Cost Paid	0.00	(38.43)	0.00	(38.43)
<b>Total</b>	<b>312.91</b>	<b>208.47</b>	<b>0.00</b>	<b>521.38</b>

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants

FRN : 112647W

**CA Kantilal D Patel**

Partner

Membership No.039919

Place : Ahmedabad

Date : 03-07-2020

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director

DIN : 00467608

**CA Viral Doshi**

Chief Financial Officer

Place : Ahmedabad

Date : 03-07-2020

**Vishnukumar Patel**

Chairman

DIN : 02011649

**Mukesh Chaudhary**

Company Secretary

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2020

### 1 Corporate Information and Significant Accounting Policies

#### (A) Corporate Information

These statements comprise the Standalone Financial Information of Praveg Communications (India) Limited (the Company). The Company is domiciled in India, incorporated on February 28, 1995 under the provisions of the Companies Act applicable in India and listed on Bombay Stock Exchange. The registered office of the company is located at Shop No. 101, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura Ahmedabad, Gujarat, PIN : 380 013, India.

The Company is principally engaged in business of providing services in holding and arranging Events, Exhibitions, Advertisement, Hospitality and in pharma sector.

#### (B) Significant Accounting Policies

##### i Basis of preparation and presentation

Standalone Financial Statements of the Company have been prepared as per Indian Accounting Standards (Ind AS) in accordance with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

##### ii Basis of measurement

The Standalone Financial Information has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### iii Presentation

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR) rounded off to the nearest lakhs, except expressly stated otherwise, which is entity's functional and presentation currency.

#### (C) Summary of Significant Accounting Policies

##### a) Foreign currency transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

##### b) Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land and Leasehold Land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing

property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

#### **Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated on written down value basis using the useful lives prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of an item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

#### **c) Intangible assets**

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

#### **Amortisation methods and periods**

Intangible assets comprising trade marks are amortized on a Straight Line Method over its useful life.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

#### **d) Impairment of non financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such

transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

#### e) **Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

##### **Initial Recognition**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

##### **Classification and Subsequent Measurement: Financial Assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

##### **(i) Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **(ii) Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and"
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

##### **(iii) Fair Value through Profit or Loss**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### **Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

##### **(i) Financial Liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

##### **(ii) Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

#### **Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

#### **Derecognition of financial liabilities**

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

#### **Investment in Subsidiaries, Associates and Joint Ventures**

The Company has accounted for its investments in Subsidiaries, associates and joint venture at cost less impairment loss (if any). The investments in preference shares with the right of surplus assets which are in nature equity in accordance with Ind AS 32 are treated as separate category of investment and measured as at FVTOCI.

#### **Offsetting of financial instruments**

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

#### **Derivative financial instruments**

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

#### **Financial liabilities and equity instruments**

##### **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

#### **f) Taxes on Income**

##### **i Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken

in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ii Deferred tax**

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**iii Minimum alternate Tax**

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

**g) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs comprises cost of procurement, cost of conversions and other overheads directly attributable to bringing the inventories to its present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

**h) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue from contracts with customers for sale of Goods or Services is recognized when either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or service to its customers and there is a certainty of collection of revenue. The Company collects GST on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Revenue is disclosed net of discounts, incentives and returns, as applicable.

Dividend is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**i) Employee benefits**

**(i) Short-term obligations**

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

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end

of the period in which the employees render the related service. They are therefore measured at expected payments to be made in respect of services provided by employees.

**(ii) Post-employment obligations**

The company operates defined contribution plans viz provident fund and pension plans as a part of its post-employment schemes.

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iii) Compensated Absences**

As per the policy of the Company, no leave balances are allowed to be carried forward. All leave accumulated are encashed after the financial year end.

**j) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**As a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Land leases for long term (say, 99 years) are classified as finance leases and not depreciated.

**As a lessor**

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**k) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

**l) Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**m) Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

**n) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

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

**o) Cash and cash equivalents**

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**p) Cash Flow Statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**q) Non-current assets (or disposal groups) classified as held for disposal:**

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

**Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

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

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

**r) Government Grants**

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss in the period in which they become receivable.

**s) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**t) Significant accounting judgements, estimates and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**i Fair value measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

**ii Estimation of net realizable value for inventories**

Inventory is stated at the lower of cost and net realizable value (NRV). NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

**iii Impairment of non - financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

**iv Recoverability of trade receivables**

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach

does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**v Useful lives of property, plant and equipment/intangible assets**

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**vi Taxes and valuation of deferred tax assets**

Significant management judgement is required to determine the amounts of current taxes, deferred taxes and tax credits that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under policies above.

**vii Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**viii Impairment of investments in associates**

Determining whether investment in associate is impaired requires an estimation of the value in use of the investee entity. The value in use calculation requires management to estimate the future cash flows expected to arise from the associate's operations and a suitable discount rate in order to calculate present value.

## 2 Property, Plant and Equipment and Other Intangible Assets

Amount in ₹ in Lakhs

PARTICULARS	Land	Buildings	Office Equipment	Furniture and Fixtures	Vehicles	Computer and Peripheral	Total	Intangible Assets
<b>Cost</b>								
As at 01/04/2018	1.38	93.02	59.88	6.33	62.98	45.24	268.83	1.37
Additions	0.00	0.00	5.43	0.00	194.45	4.29	204.17	0.00
Disposals/ Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at 31/03/2019</b>	<b>1.38</b>	<b>93.02</b>	<b>65.31</b>	<b>6.33</b>	<b>257.43</b>	<b>49.53</b>	<b>473.00</b>	<b>1.37</b>
As at 01/04/2019	1.38	93.02	65.31	6.33	257.43	49.53	473.00	1.37
Additions	0.00	0.00	4.28	0.00	128.04	4.16	136.48	0.00
Disposals/ Adjustments	0.00	0.00	0.00	0.00	10.35	0.00	10.35	0.00
<b>As at 31/03/2020</b>	<b>1.38</b>	<b>93.02</b>	<b>69.59</b>	<b>6.33</b>	<b>375.12</b>	<b>53.69</b>	<b>599.13</b>	<b>1.37</b>
<b>Accumulated Depreciation</b>								
As at 01/04/2018	0.00	25.69	26.47	5.67	52.77	37.06	147.66	0.64
Depreciation charge for the year	0.00	6.40	6.78	0.14	22.55	3.76	39.63	0.37
Disposals/ Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at 31/03/2019</b>	<b>0.00</b>	<b>32.09</b>	<b>33.25</b>	<b>5.81</b>	<b>75.32</b>	<b>40.82</b>	<b>187.29</b>	<b>1.01</b>
As at 01/04/2019	0.00	32.09	33.25	5.81	75.32	40.82	187.29	1.01
Depreciation charge for the year	0.00	5.79	6.44	0.07	79.87	4.49	96.66	0.06
Disposals/ Adjustments	0.00	0.00	0.00	0.00	9.82	0.00	9.82	0.00
<b>As at 31/03/2020</b>	<b>0.00</b>	<b>37.88</b>	<b>39.69</b>	<b>5.88</b>	<b>145.37</b>	<b>45.31</b>	<b>274.13</b>	<b>1.07</b>
<b>Net Book Value</b>								
As at 31/03/2020	1.38	55.14	29.90	0.45	229.75	8.38	325.00	0.30
As at 31/03/2019	1.38	60.93	32.06	0.52	182.11	8.71	285.71	0.36

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Depreciation on Property, Plant and Equipment	96.66	39.63
Amortisation on Intangible Assets	0.06	0.37
<b>Total of Depreciation and Amortisation Expense</b>	<b>96.72</b>	<b>40.00</b>

- 2.1 Land Assets is still held in name of Erstwhile company (Praveg Communications Limited).
- 2.2 Buildings includes godown constructed on Leasehold Plot of Land.
- 2.3 Vehicles are held in the name of Directors on behalf of the company.
- 2.4 Refer note number :- 40 for note on amalgamation.

**3 Non Current Investment**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Investments in Unquoted Fully Paid Equity Instruments;</b> subsidiaries (valued at cost)		
- Praveg Communications Aus. Pty. Ltd. *	0.00 *	0.00*
- Praveg Communications USA Inc.	0.07	0.07
- Praveg Tourism Private Limited	0.50	0.50
* Amount in ₹ = ₹ 120	0.57	0.57
<b>Investments in Joint Venture (valued at cost)</b>		
- Sardar Sarovar Tourism Opportunities	20.60	2.51
<b>Total of Non Current Investment</b>	<b>21.17</b>	<b>3.08</b>

**3.1 Disclosure of Significant interest in Subsidiaries and Joint Venture**

Pursuant the scheme Amalgamation following list of entity is now Subsidiaries and Joint Venture of the company :-

Name of Subsidiaries	% of Holding	No. of Equity Share	Face value
i Praveg Communications Aus. Pty. Ltd.	100.00	2	60.00
ii Praveg Communications USA Inc.	100.00	100	63.99
iii Praveg Tourism Private Limited	50.20	5020	10.00

Name of Joint Venture	% of Sharing
i Sardar Sarovar Tourism Opportunities	50.00

3.2 Refer note number :- 40 for note on amalgamation.

3.3 Refer note number :- 38 for Unhedged forex exposure

**4 Deferred Tax Assets (Net)**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Deferred tax assets on Timing Difference	16.22	16.01
<b>Total of Deferred Tax Assets (Net)</b>	<b>16.22</b>	<b>16.01</b>

4.1 Refer note number :- 37 for movement in Deferred Tax Assets

**5 Other Non Current Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Security Deposits	5.95	8.24
ii Income Tax (TDS ) Receivable	1.00	0.00
<b>Total of Other Non Current Assets</b>	<b>6.95</b>	<b>8.24</b>

5.1 Refer note number :- 40 for note on amalgamation.

## 6 Inventories

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Materials for Events & Exhibitions (lower of cost and net realisable value)	244.28	195.76
<b>Total Inventories</b>	<b>244.28</b>	<b>195.76</b>

6.1 Materials for Events & Exhibitions are hypothecated to bank against working capital facilities (Refer note 17.2)

6.2 Refer note number :- 40 for note on amalgamation.

## 7 Trade Receivables

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Unsecured, Considered good	1,292.67	782.47
<b>Total of Trade Receivables</b>	<b>1,292.67</b>	<b>782.47</b>

7.1 Fair value of trade receivables is not materially different from carrying value presented.

7.2 Trade receivables are hypothecated to bank against working capital facilities. (Refer note 17.2)

7.3 The Company is having majority of receivables from Government Companies, Local Authorities and Departments of State/Central Government and regularly receiving dues from its customers. Hence, credit losses in the future are not material. Out of all Trade Receivables, 86.34 % are receivables from such Government Companies, Local Authorities and Departments of State/Central Government. Company regularly receives money receivable, reducing the credit risk Loss.

7.4 Refer note number :- 40 for note on amalgamation.

7.5 Amount includes ₹ Nil (PY ₹ 103.38 Lakhs) from related Parties. Refer note number :- 39 for Related Party Transactions

## 8 Cash and Cash Equivalents

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Balances with banks		
In current accounts	29.11	90.91
In Over Draft account	217.33	0.00
Cash on hand	5.78	4.64
<b>Total of Cash and Cash Equivalents</b>	<b>252.22</b>	<b>95.55</b>

8.1 Refer note number :- 40 for note on amalgamation.

## 9 Other Bank Balance

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Balances with banks - ( At Amortized Cost Method ) - held for guarantees	30.16	103.53
<b>Total of Other Bank Balance</b>	<b>30.16</b>	<b>103.53</b>

9.1 Fair value of Other Bank Balance is not materially different from the carrying value presented.

9.2 These fixed deposits are not available for immediate use being in the nature of security offered and held for guarantee.

9.3 Refer note number :- 40 for note on amalgamation.

**10 Current Loans**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(Unsecured, unless otherwise stated) (Considered good , unless otherwise stated)		
i Loans to related parties	123.98	529.06
ii Loans to Employees	0.06	4.46
iii Other Loans & Advances	0.00	15.68
<b>Total of Current Loans</b>	<b>124.04</b>	<b>549.20</b>

10.1 Fair value of Current Loans is not materially different from the carrying value presented.

10.2 Refer note number :- 40 for note on amalgamation.

10.3 Refer note number :- 39 for related party transactions.

10.4 Refer note number :- 38 for Unhedged forex exposure

**11 Other Financial Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Interest accrued	3.84	8.67
ii Security Deposits	52.56	10.11
iii Others	0.17	0.00
<b>Total of Other Financial Assets</b>	<b>56.57</b>	<b>18.78</b>

11.1 Refer note number :- 40 for note on amalgamation.

11.2 Security Deposits receivables from various government authorities, and Government companies.

11.3 Fair value of other current financial assets is not materially different from the carrying value presented.

**12 Other Current Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Prepaid expenses	86.44	77.94
ii Balance with Government Authority	18.49	45.74
iii Advance for goods and services	2.96	5.73
iv Advance to Employees	1.29	0.18
v Other Receivable	0.00	0.01
<b>Total of Other Current Assets</b>	<b>109.18</b>	<b>129.60</b>

12.1 Refer note number :- 40 for note on amalgamation.

### 13 Equity Share Capital

Amount in ₹ in Lakhs Except number of shares

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Authorised Share Capital</b> 1,85,00,000 Equity Shares of ₹10/- each Previous Year : 60,00,000 Equity Shares of ₹10/- each	1,850.00	600.00
<b>Issued, Subscribed and fully Paid Up Capital</b> 1,84,84,100 Equity Shares of ₹10/- each fully paid up Previous Year : 51,50,600 Equity Shares of ₹10/- each fully paid up	1,848.41	515.06
<b>Shares pending to be issued on account of scheme of amalgamation (refer note below)</b> 1,33,33,500 Equity share of ₹ 10/- each fully paid up pending for issue	0.00	1,333.35
<b>Total of Equity Share Capital</b>	<b>1,848.41</b>	<b>1,848.41</b>

13.1 Refer note number :- 40 for note on amalgamation.

13.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders.

13.3 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares	As at 31/03/2020		As at 31/03/2019	
	No. Shares	Amount in ₹ in Lakhs	No. Shares	Amount in ₹ in Lakhs
At the beginning of the Year - Fully Paid Up	51,50,600	515.06	51,50,600	515.06
Add : Addition during the year in pursuant to scheme of arrangement	1,33,33,500	1,333.35	0	0.00
<b>Outstanding at the end of the year</b>	<b>1,84,84,100</b>	<b>1,848.41</b>	<b>51,50,600</b>	<b>515.06</b>

13.4 Details of shareholders holding with voting power more than 5% Equity shares in the Company

Name of Share holders	As at 31/03/2020		As at 31/03/2019	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Paraskumar M Patel	35,62,500	19.27	0	0.00
Sunita P Patel	24,37,500	13.19	0	0.00
Vishnukumar V Patel	30,00,000	16.23	0	0.00
Ashaben V Patel	29,92,275	16.19	0	0.00
<b>Total</b>	<b>1,19,92,275</b>	<b>64.88</b>	<b>0</b>	<b>0.00</b>

## 14 Other Equity

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Retained Earnings</b>		
Opening Balance	545.85	(495.94)
Add: Additions pursuant to the scheme of arrangement during the year	0.00	767.57
Add: Profit/ (Loss) for the period	364.45	286.42
	910.30	558.05
Less: Dividend Paid *	35.56	10.14
Dividend Distribution Tax **	7.30	2.06
Tax on Buy Back of Equity *** (Refer note number 14.2)	6.85	0.00
	49.71	12.20
Closing Balance	860.59	545.85
<b>General Reserve</b>		
Opening Balance	57.77	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	57.77
Less: Utilised/ transferred during the year	0.00	0.00
Closing Balance	57.77	57.77
<b>Share Premium Reserve</b>		
Opening Balance	37.63	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	169.56
Less: Utilised/ transferred during the year (Refer note 14.2)****	0.00	131.93
Closing Balance	37.63	37.63
<b>Capital Reserve</b>		
Opening Balance	(1,315.57)	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	(1,315.57)
Less: Utilised/ transferred during the year	0.00	0.00
Closing Balance	(1,315.57)	(1,315.57)
<b>Total of Other Equity</b>	<b>(359.58)</b>	<b>(674.32)</b>

14.1 Refer note number :- 40 for note on amalgamation.

14.2 Dividend, Buy Back and Utilisation of Security Premium

\* During the FY 2018-19 Erstwhile Praveg Communications Limited ( Transferor Company ), after compliance of all provision of companies act 2013, had Proposed dividend of ₹ 20 per share. Dividend was declared at AGM of Praveg Communications Limited (transferor company) on 30/09/2019.

\*\* Dividend Distribution Tax (DDT) is tax on the Dividend distributed by Praveg Communications Limited (Transferor company) to their Shareholders as per section 115-O of the Income Tax Act, 1961.

\*\*\* During FY 2018-19, Erstwhile Praveg Communications Limited (Transferor Company) had bought back 24940 number of Equity Shares. Buyback of shares is taxable under section 115 QA of the Income Tax Act, 1961 which is calculated as per such provisions.

\*\*\*\* Securities premium have been utilised in FY 2018-19 by Praveg Communications Limited (Transferor company) for buy back of the 24940 equity shares.

## 15 Non-current Borrowings

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED :</b>		
(i) Term loans:		
From Banks	53.14	95.29
From Other Financial institution	38.69	0.00
<b>Total of Non-current Borrowings</b>	<b>91.83</b>	<b>95.29</b>

Notes :

- 15.1 Security Details for the Balance as at 31/03/2020:  
Term Loans from banks and other referred are secured by hypothecation of vehicles.
- 15.2 Terms of Repayment of loans as on 31/03/2020 :

Amount in ₹ in Lakhs

Sr. No.	Name of Lender	Balance outstanding as on*		No. of Instalment Pending as on		Details of Instalments
		31/03/2020	31/03/2019	31/03/2020	31/03/2019	
I	HDFC Bank Ltd.	57.84	87.10	21	33	2.98 Payable every Month
		Loan Financed for 97.00 Lakh				
II	HDFC Bank Ltd.	37.45	56.39	21	33	1.93 Payable every Month
		Loan Financed for 62.80 Lakh				
III	Indian Bank	30.68	N. A	26	N.A. as Loan Sanctioned in Current Financial Year	1.29 Payable every Month
		Loan Financed for 41.00 Lakh				
IV	Daimler Financial services India Pvt Ltd.	59.79	N. A	32	N.A. as Loan Sanctioned in Current Financial Year	2.06 Payable every Month
		Loan Financed for 66.50 Lakh				

# Balance Outstanding also includes current maturities of Long term Loans. ( refer note number :- 19 )

- 15.3 All Terms from Bank and Other loans have been guaranteed by Current directors of Company.
- 15.4 Rate of interest range from 7.15 % to 8.85 %.
- 15.5 Refer note number :- 40 for note on amalgamation.
- 15.6 Refer note number :- 36.C.1.1 for Interest Risk.

## 16 Long Term Provisions

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Provision for Gratuity	22.00	0.00
<b>Total of Long Term Provisions</b>	<b>22.00</b>	<b>0.00</b>

- 16.1 Refer Note number : - 31 on Employee Benefits.
- 16.2 Refer note number :- 40 for note on amalgamation.

**17 Current Borrowings**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED (Refer note -17.2 ) at Amortized Cost :-</b>		
(i) Working Capital payable on demand from Bank	0.00	292.76
<b>UNSECURED at Amortized Cost :-</b>		
(i) Working Capital payable on demand from Bank	1.40	0.51
(ii) Working Capital payable on demand from Other	2.08	0.80
(iii) Loan from related party	0.00	122.25
<b>Total of Current Borrowings</b>	<b>3.48</b>	<b>416.32</b>

17.1 Refer note number :- 40 for note on amalgamation.

17.2 Security details of Current Secured Loan:

Working Capital Loans (cash Credit) from Indian Bank [ Balance, in Previous Year ₹ 292.76 Lakhs credit and in Current Year ₹ 217.33 Lakhs Debit ] is secured by :-

a Primary Security :

Against hypothecation of Stock and Debtors.

b Collateral Security :

Equitable Mortgage of Immovable Assets of Promoter Sunita Patel, HUF of Promoter/Director Paraskumar Patel

c Company had also pledge Fixed Deposits of ₹ 30.16 Lakhs

d Directors including promoter Sunita Patel has given Personal Guarantee for the Cash Credit Loan to Company.

17.3 Unsecured Borrowing from Bank includes balances of Credit Cards.

17.4 Fair value of current borrowings is not materially different from the carrying value presented.

**18 Trade Payables**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Micro and Small Enterprises	0.00	0.00
(ii) Other than Micro and Small Enterprises	512.94	303.88
<b>Total of Trade Payables</b>	<b>512.94</b>	<b>303.88</b>

18.1 Fair value of other Trade Payables is not materially different from the carrying value presented.

18.2 Refer note number :- 40 for note on amalgamation.

18.3 The information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2020 has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

## 19 Other Financial Liabilities

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED :-</b>		
(i) Current maturities of long-term debt		
-From Banks	72.83	48.20
-From Other Financial institution	21.10	0.00
<b>Total Other Financial Liabilities</b>	<b>93.93</b>	<b>48.20</b>

19.1 For security and other details related to secured other current Financial Liabilities refer note number :- 15

19.2 Refer note number :- 40 for note on amalgamation.

## 20 Current tax liabilities (net)

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Total Current tax liabilities (Net of Advance tax & TDS)	44.21	5.87
<b>Total Current tax liabilities (net)</b>	<b>44.21</b>	<b>5.87</b>

20.1 Refer note number :- 40 for note on amalgamation.

## 21 Short Term Provisions

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Provision for employee salary and benefits	27.94	19.50
(ii) Provision for Expenses	16.18	26.25
<b>Total Short Term Provisions</b>	<b>44.12</b>	<b>45.75</b>

21.1 Refer note number :- 40 for note on amalgamation.

## 22 Other Current Liabilities

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Statutory Liabilities	163.42	98.89
(ii) Advance from Customers	14.00	0.00
<b>Total Other Current Liabilities</b>	<b>177.42</b>	<b>98.89</b>

22.1 Refer note number :- 40 for note on amalgamation.

**23 Revenue from operations**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Revenue from Operations</b>		
Sale of Services	5,914.99	5,903.89
Other Operating Revenues	36.80	7.59
<b>Total Revenue from operations</b>	<b>5,951.79</b>	<b>5,911.48</b>

23.1 Refer note number :- 40 for note on amalgamation.

23.2 Refer note number :- 39 for related parties transactions.

**24 Other Income**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Interest income</b>		
Interest income on financial assets	9.24	11.62
<b>Other non-operating income comprises</b>		
Miscellaneous Income	5.01	0.03
Net gain on account of foreign exchange fluctuation	21.21	30.40
Liabilities written back	0.00	30.77
<b>Total of Other Income</b>	<b>35.46</b>	<b>72.82</b>

24.1 Refer note number :- 40 for note on amalgamation.

**25 Event & Site Expenses**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Consumption of Materials	2,667.45	3,235.54
Boarding & Lodging Expenses	58.96	49.90
Hiring Charges	1,220.29	1,033.58
Fuel Expenses	43.67	16.72
Entrance Fees	62.84	2.72
Royalty Expenses	111.42	36.30
Site Expenses	27.31	32.54
Transportation Charges	85.55	62.16
<b>Total of Event &amp; Site Expenses</b>	<b>4,277.49</b>	<b>4,469.46</b>

25.1 Refer note number :- 40 for note on amalgamation.

**26 Employee Benefit Expenses**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Salaries and Wages	353.47	312.08
Directors' Remuneration	32.40	25.00
Contributions to provident and other funds	7.05	5.72
Gratuity Expense	24.08	0.00
Staff Welfare	15.01	7.60
<b>Total of Employee Benefit Expenses</b>	<b>432.01</b>	<b>350.40</b>

26.1 Refer note number :- 40 for note on amalgamation.

26.2 Also Refer note number :- 39 for Related Party Transaction and note number :- 31 on Employee Benefits

## 27 Finance Costs

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Interest expense on:		
Interest Expense on Bank/FI Loan	33.21	18.90
Other Interest Expense	11.42	7.09
Other borrowing costs		
Bank Commission & Charges	9.38	12.44
<b>Total of Finance Costs</b>	<b>54.01</b>	<b>38.43</b>

27.1 Refer note number :- 40 for note on amalgamation.

## 28 Other Expenses

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Advertisement & Web Site Expenses	100.26	92.16
Charity & Donation	61.92	0.20
Commission Expenses	13.93	7.75
Loss on sale of Property, Plant and Equipments	0.01	0.00
Insurance Expense	5.06	3.96
Sundry Balances Written off	26.11	0.00
Legal and Professional Fees	99.12	102.94
Membership & Subscription	8.51	5.64
Office & Other Misc. Expense	5.48	7.90
Payments to auditors (Refer Note :- 29 )	6.00	2.00
Power and Fuel	87.26	33.08
Printing and Stationery Expense	10.83	31.18
Rent Expenses	117.81	209.15
Repairs and Maintenance - Building	0.77	0.66
Repairs and Maintenance - Others	3.36	2.82
Rates and Taxes	6.61	1.78
Telephone and Internet Expenses	8.15	5.47
Tender Expenses	0.41	0.50
Travelling & Conveyance Expenses	44.45	178.29
<b>Total of Other Expenses</b>	<b>606.05</b>	<b>685.48</b>

28.1 Refer note number :- 40 for note on amalgamation.

28.2 Refer note number :- 39 for related parties transactions.

## 29 Payment to Auditors

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Payments to the auditors comprises (net of GST input credit, where applicable):		
For statutory audit	6.00	2.00
For other services	0.00	0.00
<b>Total</b>	<b>6.00</b>	<b>2.00</b>

### 30 Segment Disclosure

The activities of Erstwhile Praveg Communications Limited (transferor Company) during the year was to origination of Events, Exhibitions, Advertisement and Hospitality. The activities of Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited) during the year was business of commission on pharma related products. Considering the nature of business and operation post-amalgamation, as well as based on reviews of operating results by chief operating decision maker to make decision about resource allocation and performances measurement, there is only one reporting segment in accordance with the requirement of Ind As - 108 - "Operating Segments".

### 31 Employee Benefits

#### (A) Defined Contribution Plan

The Company's contribution to Provident Fund aggregating ₹ 5.49 lakhs (in Previous Year 2018-19 : ₹ 3.82 lakhs) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

#### (B) Defined Benefit Plans:

##### Gratuity

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under Ind AS-19 is as follows :

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020
<b>i. Reconciliation of Opening and Closing Balances of defined benefit obligation</b>	
Present Value of Benefit Obligation at the Beginning of the Period	0.00
Current Service Cost	24.08
Liability Transferred In/ Acquisitions	0.00
Present Value of Benefit Obligation at the End of the Period	<b>24.08</b>
<b>ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets</b>	
Fair Value of Plan Assets at the Beginning of the Period	0.00
Contributions by the Employer	0.00
Assets Transferred In/Acquisitions	0.00
Fair Value of Plan Assets at the End of the Period	<b>0.00</b>
<b>iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets</b>	
Present Value of Defined Benefit Obligations at the end of the year	24.08
Fair Value of Plan assets at the end of the year	0.00
Net (Liability)/Assets recognized in balance sheet as at the end of the year	(24.08)
Short-term provision	(2.08)
Long-term provision	(22.00)
<b>iv. Gratuity Cost for the Year</b>	
Current service cost	24.08
Expenses recognised in the income statement	24.08
<b>v. Actuarial Assumptions</b>	
Expected Return on Plan Assets	N.A.
Rate of Discounting	6.87%
Rate of Salary Increase	6.00%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08) Ult
Mortality Rate After Employment	N.A

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020
<b>vi. Maturity Analysis of benefit payments : From Employer</b>	
Projected Benefits Payable in Future Years From the Date of Reporting	24.08
1st Following Year	2.08
2nd Following Year	1.24
3rd Following Year	1.30
4th Following Year	2.72
5th Following Year	1.31
Sum of Years 6 To 10	9.15
Sum of Years 11 and above	40.56
<b>vii. Sensitivity Analysis</b>	
Projected Benefit Obligation on Current Assumptions	24.08
Delta Effect of +1% Change in Rate of Discounting	(2.18)
Delta Effect of -1% Change in Rate of Discounting	2.60
Delta Effect of +1% Change in Rate of Salary Increase	2.60
Delta Effect of -1% Change in Rate of Salary Increase	(2.22)
Delta Effect of +1% Change in Rate of Employee Turnover	0.10
Delta Effect of -1% Change in Rate of Employee Turnover	(0.13)
<p>a) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.</p> <p>b) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.</p> <p>c) Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the Balance Sheet.</p>	
<b>viii. Other Details</b>	
Number of Active Members	80
Per Month Salary For Active Members	15.36
Weighted Average Duration of the Projected Benefit Obligation	12
Average Expected Future Service	13
Projected Benefit Obligation (PBO)	24.08
Prescribed Contribution For Next Year (12 Months)	0.00

**32 Basic/Diluted Earnings per Equity share (EPS)**

Amount in ₹ in Lakhs except No. of Shares

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Earnings per equity share		
Profit attributable to equity shareholders	364.45	286.42
Weighted average number of equity shares outstanding during the year	1,84,84,100	1,84,84,100
Nominal value of equity share	10.00	10.00
<b>Basic and Diluted EPS</b>	<b>1.97</b>	<b>1.55</b>

32.1 Weighted average number of equity share outstanding during the FY 2018-19 includes 1,33,33,500 equity Shares pending for issue pursuant to amalgamation scheme.

32.2 Earning Per Share is not computed as per Ind AS 33 with respect to issue of Amalgamation, since the company has followed accounting treatment specified under scheme approved by Hon'ble NCLT.

**33 Contingent Liabilities**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i) Claim of demand against the Company not acknowledged as debt in respect of -		
a) Service Tax	212.85	0.00
ii) Counter Guarantees		
a) Outstanding amount of Counter Bank Guarantees	217.45	263.18

33.1 Company has received unfavourable orders from Commissioner of Central Goods and Service Tax, & Central Excise by which a demand of ₹ 106.38 lakhs has been raised and Penalty there on of ₹ 106.38 lakhs has been imposed under section 78 of the Finance Act, 1994 and ₹ 0.10 lakhs under Section 77(2) of the Finance Act, 1994, with interest recoverable under Section 75 of the Finance Act, 1994, against which the Company is proposing to file an appeals before its higher authority being Commissioner(Appeals), Central GST & Central Excise. The Management is of the view that in view of facts of the case, no liability shall arise with respect to above litigations.

33.2 Above Contingent Liabilities of service Tax, ₹ 212.85 Lakhs includes Penalty of ₹ 106.48 Lakhs based on order dated 03/06/2020 i.e. event occurring after Balance Sheet Date.

**34 Previous Year's figures**

In view of the amalgamation of Praveg Communications Limited with Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited), the financial results given for previous year includes financials of transferor company incorporated with that of resulting company as a better comparisons for the readers of the financial statements.

**35** These financial statements have been approved by the Board of Directors of Company on 03/07/2020.

## 36 Financial Instrument and Fair Value Measurement

### A. Categories of Financial Instruments

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2020			
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost	Total
<b>Financial assets</b>				
i Trade receivables	0.00	0.00	1,292.67	1,292.67
ii Cash and cash equivalents	0.00	0.00	252.22	252.22
iii Bank balance other than (ii) above	0.00	0.00	30.16	30.16
iv Current Loans	0.00	0.00	124.04	124.04
v Other financial assets	0.00	0.00	56.57	56.57
Total	0.00	0.00	1,755.66	1,755.66
<b>Financial liabilities</b>				
i Borrowings	0.00	0.00	91.83	91.83
ii Current Borrowings	0.00	0.00	3.48	3.48
iii Trade payables	0.00	0.00	512.94	512.94
iv Other financial liabilities	0.00	0.00	93.93	93.93
Total	0.00	0.00	702.18	702.18

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2019			
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost	Total
<b>Financial assets</b>				
i Trade receivables	0.00	0.00	782.47	782.47
ii Cash and cash equivalents	0.00	0.00	95.55	95.55
iii Bank balance other than (ii) above	0.00	0.00	103.53	103.53
iv Current Loans	0.00	0.00	549.20	549.20
v Other financial assets	0.00	0.00	18.78	18.78
Total	0.00	0.00	1,549.53	1,549.53
<b>Financial liabilities</b>				
i Borrowings	0.00	0.00	95.29	95.29
ii Current Borrowings	0.00	0.00	416.32	416.32
iii Trade payables	0.00	0.00	303.88	303.88
iv Other financial liabilities	0.00	0.00	48.20	48.20
Total	0.00	0.00	863.69	863.69

### B. Capital Management

- i For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The Group strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The Group aims to maintain an optimal capital structure through combination of debt and equity in a manner so as to minimise the cost of capital.
- ii Consistent with others in the industry, the Group monitors its capital using Gearing Ratio, Net Debt (Short Term and Long Term Borrowings including Current maturities) divided by Total Capital (Total Equity plus Net Debt).

Amount in ₹ in Lakhs

PARTICULARS	As At 31/03/2020	As At 31/03/2019
Long Term Borrowings	91.83	95.29
Short Term Borrowings	97.41	464.52
Less: Cash & Cash Equivalents	252.22	95.55
Net Debt	(62.98)	464.26
Total equity	1,488.83	1,174.09
Total Capital	1,678.07	1,733.90
Gearing Ratio (%)	(3.75)	26.78

- iii In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements.

### C. Financial Risk Management Objectives and Policies

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

The Group is exposed to market risk, and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a Current Corporate Affairs Committee that advises on financial risks and the appropriate financial risk governance framework for the Group. This committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below :

#### 1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk, and foreign currency risk.

##### 1.1 Interest Rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's working capital obligations with floating interest rates. The Group is carrying its working capital borrowings primarily at variable rate.

The sensitivity analysis have been carried out based on the exposure to interest rates for loans carried at variable rate. A 50 Basis point increase or decrees represents management assessable of the reasonably possible change in interest rates.

Amount in ₹ in Lakhs

PARTICULARS	As At 31/03/2020	As At 31/03/2019
Variable Rate Borrowings (current + Non Current)	189.24	559.81
% change in interest rates	0.50%	0.50%
Impact on Profit for the year	0.95	2.80

##### 1.2 Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group does not have significant exposure in foreign currency. The Group is mainly exposed to changes in USD and AUD. The below table demonstrates the sensitivity to a 1% increase or decrease in the USD or AUD rates against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 1% represents management's assessment of reasonably possible change in foreign exchange rate.

Amount in ₹ in Lakhs

PARTICULARS	Impact on Profit before tax for the year ended		Impact on Profit after tax for the year ended	
	31/03/2020	31/03/2019	31/03/2020	31/03/2019
Impact on the profit for 1% appreciation / depreciation in exchange rate between the Indian Rupee and USD.	1.22	5.27	0.91	3.80
Impact on the profit for 1% appreciation / depreciation in exchange rate between the Indian Rupee and AUD.	0.02	0.02	0.01	0.01

## 2 Liquidity Risk

The Group monitors its risk of a shortage of funds by estimating the future cash flows. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2020			
	Within 1 Year	1 to 5 Year	More than 5 Year	Total
Borrowings	97.41	91.83	0.00	189.24
Trade Payables	512.94	0.00	0.00	512.94
Total	610.35	91.83	0.00	702.18

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2019			
	Within 1 Year	1 to 5 Year	More than 5 Year	Total
Borrowings	464.52	95.29	0.00	559.81
Trade Payables	303.88	0.00	0.00	303.88
Total	768.40	95.29	0.00	863.69

The above tables do not include liability on account of future interest obligations.

## 3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is having majority of the receivables from Government Authorities, companies, or local authorities and hence, credit losses in the future are not material

## 37 Movement in Deferred Tax Assets / Liabilities for the year ended 31/03/2020

Amount in ₹ in Lakhs

Tax effects of items constituting Deferred tax liabilities/ assets	Movement during the year ended on 31/03/2020			
	Opening balance as at 01/04/2019	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance as at 31/03/2020
Property, plant and equipment	16.01	(5.85)	0.00	10.16
Provision for employee benefits	0.00	6.06	0.00	6.06

Amount in ₹ in Lakhs

Tax effects of items constituting Deferred tax liabilities/ assets	Movement during the year ended on 31/03/2019			
	Opening balance as at 1-4-2018	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance as at 31/03/2019
Property, plant and equipment	14.38	1.63	0.00	16.01

**A Income tax (income) / expense recognized in the Statement of Profit and Loss**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Current Tax</b>		
Current tax on profit for the year	156.30	116.00
(Excess) / Short provision of earlier periods	0.42	(0.26)
Sub Total	156.72	115.74
<b>Deferred Tax</b>		
Deferred Tax (Other than MAT Entitlement)	(0.20)	(1.63)
<b>Total</b>	<b>156.52</b>	<b>114.11</b>

**B Reconciliation of Effective Tax Rate**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Profit Before Tax as per Profit & Loss	520.97	400.53
Domestic Tax Rate	25.17%	27.82%
Tax thereon at Normal Rate	131.12	111.43
Effect of expenses that are not deductible in determining taxable profit	25.18	4.57
Deferred Tax	(0.20)	(1.63)
Effect of short / excess provision of tax of earlier periods	0.42	(0.26)
Income Tax Expense Recognised in profit or loss	156.52	114.11

**38 Unhedged forex exposure**

The details of foreign currency exposure not hedged are as under

Amount in ₹ in Lakhs

Sr. No.	Particulars	As at 31/03/2020		As at 31/03/2019	
		Amount (INR)	Foreign Currency	Amount (INR)	Foreign Currency
1	Loan to Subsidiaries	122.13	1,62,000 \$	527.09	7,62,000 \$
2	Loan to Subsidiaries	1.85	4000 AUD	1.98	4000 AUD

## 39 Related Party Transactions

### A List of related parties

Nature	Name
<b>Key Managerial Personnel</b>	
Managing Director	1 Mr. Paraskumar Patel (w.e.f. January 27, 2020)
	2 Mr. Pravinbhai Patel (Up to January 27, 2020)
Whole-time Director [Woman Director]	1 Mrs. Sunita Paras Patel (w.e.f. January 27, 2020)
Chief Financial Officer	1 Mr. Viral Pradipkumar Doshi (w.e.f. March 4, 2020)
	2 Mr. Kirti Sankarlal Patel (w.e.f. April 24, 2019 to March 4, 2020)
Company Secretary	1 Mr. Mukesh Sohanram Chaudhary (w.e.f. August 21, 2019)
	2 Ms. Ankita Lunagariya (w.e.f. March 20, 2019 to August 20, 2019)
	3 Ms. Pooja Krishnakant Kadam (Up to March 20, 2019)
<b>Non-Executive Directors</b>	
Chairman	1 Mr. Vishnukumar V. Patel (w.e.f. January 27, 2020)
Independent Director	1 Mr. Jayeshkumar Patel
	2 Mr. Dilipkumar Patel
	3 Mr. Paresh Patel
	4 Mr. Kanjibhai Chaudhary
Woman Director	1 Mrs. Jyotsnaben Patel (up to January 27, 2020)
<b>Subsidiaries</b>	
	1 Praveg Communications USA Inc. - WOS
	2 Praveg Communications AUS Pty Ltd - WOS
	3 Praveg Tourism Private Limited
<b>Joint Venture</b>	
	1 Sardar Sarovar Tourism Opportunities - AOP
<b>Relatives and Related Parties of KMP</b>	
	1 Paraskumar M. Patel HUF
	2 Mr. Pranay Paraskumar Patel
	3 Vishnukumar V. Patel HUF
	4 Mrs. Ashaben V. Patel
	5 Mr. Harsh Vishnukumar Patel
	6 V. V. Patel & Co ( Firm )
	7 V Square Projects ( Firm )

## B Transactions with related parties during the year

Amount in ₹ in Lakhs

Sr. No.	Particulars	Name of Person / Entity	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
1	Remuneration / Salaries	Mr. Paraskumar Patel	24.00	18.24
		Mrs. Sunita Paras Patel	8.40	6.76
		Mr. Viral Pradipkumar Doshi	0.65	0.00
		Mr. Mukesh Sohanram Chaudhary	2.25	0.00
		Mr. Kirti Sankarlal Patel	3.33	0.00
		Ms. Ankita Lunagariya	1.02	0.09
		Ms. Pooja Krishnakant Kadam	0.00	2.06
		Mr. Pranay Paraskumar Patel	7.50	0.00
		Mr. Harsh Vishnukumar Patel	7.50	0.00
2	Rent Expense	Mrs. Sunita Paras Patel	7.60	7.60
		Paras M. Patel - HUF	8.00	8.00
		Mr. Harsh Vishnubhai Patel	8.50	8.60
		Vishnu V. Patel - HUF	9.00	9.00
		Mrs. Ashaben V. Patel	9.00	9.00
		V Square Projects	0.00	9.00
3	Interest Expenses	Mr. Vishnukumar V. Patel	3.36	3.13
		Mr. Paraskumar M. Patel	2.12	1.17
		Praveg Tourism Private Limited	4.98	1.34
4	Legal & Professional Charges	V. V. Patel & Co	23.34	27.07
5	Advertisement Expense	Sardar Sarovar Tourism Opportunities	30.00	0.00
6	Sponsorship Charges	Sardar Sarovar Tourism Opportunities	30.00	0.00
7	Service Charges Income	Praveg Tourism Private Limited	0.00	89.12
8	Loans : (Given)	Praveg Communications USA Inc.	0.00	1.49
9	Loans : (Received back)	Praveg Communications USA Inc.	426.29	64.70
10	Loans : (Taken)	Mr. Vishnukumar V. Patel	350.00	45.00
		Mr. Paraskumar M. Patel	160.00	80.00
		Praveg Tourism Private Limited	0.00	120.00
11	Loans : (Repaid)	Mr. Vishnukumar V. Patel	350.00	107.49
		Mr. Paraskumar M. Patel	160.00	80.74
		Praveg Tourism Private Limited	120.00	0.00

**C Balances with related parties**

Amount in ₹ in Lakhs

Sr. No.	Particulars	Name of Person / Entity	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
1	Remuneration / Salaries	Mr. Paraskumar Patel	16.30	1.52
		Mrs. Sunita Paras Patel	5.85	2.45
		Mr. Viral Pradipkumar Doshi	0.65	0.00
		Mr. Mukesh Sohanram Chaudhary	0.50	0.00
		Mr. Pranay Paraskumar Patel	1.30	0.00
		Mr. Harsh Vishnukumar Patel	1.30	0.00
2	Rent Expense	Mrs. Sunita Paras Patel	6.84	0.00
		Paras M. Patel - HUF	7.20	0.00
		Mr. Harsh Vishnubhai Patel	7.20	7.20
		Vishnu V. Patel - HUF	8.10	8.10
		Mrs. Ashaben V. Patel	8.10	8.10
3	Interest Expenses	Mr. Paraskumar M. Patel	0.00	1.05
		Praveg Tourism Private Limited	0.00	1.20
4	Legal & Professional Charges	V. V. Patel & Co	21.60	0.00
5	Service Charges Income	Praveg Tourism Private Limited	0.00	103.38
6	Loans : (Given)	Praveg Communications USA Inc.	122.13	527.09
		Praveg Communications AUS Pty Ltd	1.85	1.98
7	Loans : (Taken)	Mr. Paraskumar M. Patel	0.00	1.05
		Praveg Tourism Private Limited	0.00	121.20

39.1 Refer note number :- 40 for note on amalgamation.

## 40 Amalgamation in the nature of Merger

During the year, the Scheme of Amalgamation in the nature of Merger between Sword and Shield Pharma Limited ('Transferee Company') (hereinafter referred to as "SSPL") and Praveg Communications Limited ('Transferor Company') (hereinafter referred to as "PCL") and their respective shareholders and creditors made pursuant to a Scheme under sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Scheme") which has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench with an appointed date of April 1, 2016 and the Scheme became effective on January 24, 2020 on filing the certified copies of the orders sanctioning the scheme with the Registrar of Companies (RoC), whereas it has become operationally effective from March 1, 2020. Pursuant to a said Scheme Praveg Communications Limited together with its holdings in its 3 Subsidiaries companies viz (1) Praveg Communications Aus. Pty. Ltd (2) Praveg Communications USA Inc. (3) Praveg Tourism Private Limited has been amalgamated with Sword and Shield Pharma Limited. As per clause no. 7.3 (Page no. 13 of 21) of Scheme, name of the transferee Company has been changed from Sword and Shield Pharma Limited to Praveg Communications (India) Limited (hereinafter referred to as "PCIL"). Erstwhile Company (Praveg Communications Limited) had Joint Venture - Sardar Sarovar Tourism Opportunities with M/s Lallooji and Sons vide Joint Venture Agreement Dated 22 Oct, 2018. On effect of Amalgamation of the said PCL all rights and obligation ( Assets and Liabilities) are to be treated of this company in the said JV. (Refer note no.-:3 for holding in Subsidiaries and Joint Venture)

The transferee company [Praveg Communications (India) Limited ] was required to issue and allot 75 equity shares for each equity share held by the shareholder of the transferor company (Praveg Communications Limited ), whose names appear in the Register of Members of the transferor company on ('Record Date'). Accordingly, the Board of Directors of the Company on 24th March, 2020 allotted Equity Shares to the respective shareholders of transferor companies whose names appeared in the Register of Members as on the Record Date.

The scheme provided that accounting for giving effect to the Scheme of Amalgamation shall be as per the Pooling of Interest method prescribed under Accounting Standard - 14 'Accounting for Amalgamation' prescribed under the Companies (Accounting Standard) Rules, 2006 as amended from time to time. Accordingly, the transferee company has recorded all the assets and liabilities of the transferor company in its books in the same form and manner as it appeared in the books of transferor company on the Appointed Date. Inter-company balances, if any, have been adjusted.

Erstwhile Praveg Communications Ltd (Transferor Company) had the following Balances as on date specified.

Amount in ₹ in Lakhs

Particulars	Amount as on 31/03/2020	Amount as on 31/03/2019	Amount as on 01/04/2016
<b>Assets</b>			
<b>Non-current Assets</b>			
Property, Plant and Equipment	325.00	285.71	128.08
Other Intangible Assets	0.30	0.36	0.92
Financial Assets			
- Non Current Investment	21.17	3.08	0.57
Deferred Tax Assets (Net)	16.22	5.77	3.17
Other Non Current Assets	6.95	8.24	0.00
<b>Current Assets</b>			
Inventories	244.28	195.76	362.76
Financial Assets			
- Trade Receivables	1,292.67	782.47	470.68
- Cash and Cash Equivalents	243.56	94.23	8.83
- Other Bank Balance	30.16	103.53	39.52
- Current Loans	124.04	549.20	427.89
- Other Financial Assets	56.57	18.78	9.33
Other Current Assets	109.18	129.48	137.71
<b>Total Assets</b>	<b>2,470.10</b>	<b>2,176.61</b>	<b>1,589.46</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity Share Capital	17.78	17.78	17.78
Other Equity	1,461.20	1,145.61	634.04
<b>Non-current Liabilities</b>			
Financial Liabilities			
- Non-current Borrowings	91.82	95.29	169.75
Long Term Provisions	22.00	0.00	0.00
<b>Current Liabilities</b>			
Financial Liabilities			
- Current Borrowings	3.48	416.32	190.22
- Trade Payables	512.93	302.80	375.85
- Other Financial Liabilities	93.93	48.20	0.00
Current tax liabilities (net)	45.10	5.97	59.27
Short Term Provisions	44.12	45.75	0.00
Other Current Liabilities	177.74	98.89	142.55
<b>Total Equity and Liabilities</b>	<b>2,470.10</b>	<b>2,176.61</b>	<b>1,589.46</b>

The Scheme has been accounted for as per the accounting treatment approved by the NCLT read with accounting standards prescribed under section 133 of the Companies Act, 2013. The amalgamation of PCL with PCIL (formerly SSPL) has resulted into debit balance of capital reserve of ₹ 1315.57 lakhs

The difference between the amount recorded as share capital issued by the transferee company and share capital of transferor Company has been recognised as capital reserve as required by amalgamation scheme approved by Hon'ble NCLT.

Amount in ₹ in Lakhs

Particulars	Amount
Amount of Share Capital Issued by Transferee Company	1,333.35
Amount of Share Capital of the Transferor Company	17.78
Net Amount adjusted in Capital Reserve	1,315.57

As per the scheme, the business of the transferor company shall be deemed to have been carried on by the transferor company for and on behalf of the transferee company. Accordingly the results of profit from the appointed date to effective date amounting to ₹ 288.32 Lakhs has been adjusted to the Profit and Loss Account as on 01/04/2018.

The transferee Company prepares and presents its financial statements as per the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 and accordingly the income, expenses, assets and liabilities have been recognised, measured and presented as per the Indian Accounting Standard.

## 41 Impact of Covid-19

The Outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activities. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Holding of events and exhibitions being undertaken by the Company had been temporarily suspended during nationwide lockdown. Business operations have been resumed in a phased manner in line with directives from the authorities.

The Company has considered internal and external sources of information up to the date of approval of these standalone financial results, in assessing the recoverability of its trade receivables, inventories, investments in and loans given to subsidiaries, liquidity, financial position and operations of the Company and based on the management's assessment, there is no material impact on the standalone financial affairs of the Company.

Considering the uncertainties involved in estimating the impact of this force majeure pandemic situation, the future impact of this pandemic may be different from those estimated as on the date of approval of these financial affairs.

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants  
FRN : 112647W

**CA Kantilal D Patel**

Partner  
Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director  
DIN : 00467608

**CA Viral Doshi**

Chief Financial Officer

Date : July 3, 2020

Place : Ahmedabad

**Vishnukumar Patel**

Chairman  
DIN : 02011649

**Mukesh Chaudhary**

Company Secretary

International Conference  
for Academic Institutions 2013



# INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
**Praveg Communications (India) Limited**  
(Formerly known as Sword and Shield Pharma Limited in which Praveg Communications Limited has been amalgamated)

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying consolidated financial statements of Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited in which Praveg Communications Limited has been amalgamated) ("Holding Company") and its three subsidiaries and one joint venture entity (Holding Company and its subsidiaries and joint venture together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated statement of Profit and Loss, the consolidated statement of changes in equity, the consolidated Cash Flows Statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 their consolidated state of affairs of the Company as at March 31, 2020, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on consolidated Financial Statements.

### EMPHASIS OF MATTER

1. We draw attention to Note No. 41 to the accompanying Consolidated financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of the matter.
2. We draw attention to Note No. 40 to the accompanying Consolidated financial statements regarding accounting of the scheme of amalgamation of Praveg Communications Limited in Praveg Communications (India) Limited from the appointed date being 1st April, 2016 as approved by the National Company Law Tribunal (NCLT), Ahmedabad Bench, though the Scheme has become operationally effective from 1st March, 2020, however comparatives for the previous year have been disclosed in the financial statements of both companies.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context described hereunder.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements;

- 1) **Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers":-**

**Matter: -**

The application of the Ind AS 115 for revenue recognition involves certain key judgements such as identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.

**How our audit addressed this matter: -**

We assess the company's process to identify distinct performance obligations, transaction price and appropriateness of the basis used to measure revenue recognized. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

We evaluated the design of internal controls relating to revenue recognition. In the process, we selected samples of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price & basis of measurement. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Selected a sample of continuing and new contracts and performed the following procedures:

- Read, analysed and identified the distinct performance obligations in these contracts.
- Compared these performance obligations with that identified and recorded by the Company.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Evaluated the contracts on the basis of whether the contract is Fixed Price or Variable price contract, terms of obligation fulfilment, duration of contract and accrual points of revenue from such contracts.

**2) Effect of scheme of amalgamation as approved by Hon'ble NCLT****Matter:-**

Hon. NCLT have approved the scheme of amalgamation of Praveg Communications Limited into Praveg Communications (India) Limited by virtue of its order dtd 23-01-2020 which was filed with the MCA and became effective on 24-01-2020, which is made operationally effective from 01-03-2020, from appointed date 01-04-2016. The Company accounted for the amalgamation in the nature of merger under pooling of interest method as directed by the scheme approved by the Hon'ble NCLT.

We have determined this to be a key audit matter in view of the nature of transaction, complexity involved in selection of accounting treatment for merger, significant management judgment involved with respect to alignment of accounting policies, estimates and accounting post-merger and disclosure of comparative information.

**How our audit addressed this matter:-**

We evaluated the appropriateness of treatment as per 'Pooling of interest' method of accounting adopted by the management to account for the merger as directed by the approved scheme of Hon'ble NCLT.

On verification of the Order of Hon'ble NCLT, Scheme approved by Hon'ble NCLT, standards of accounting for treatment of business combinations i.e. Ind AS 103 and requirements of other accounting standards with respect to business combinations read with Companies (Indian Accounting Standards) Rules, 2015, the conclusion of management that the accounting treatment of the amalgamation shall be given as per the specific directions under the scheme approved by the Hon'ble NCLT and accounting treatment of the amalgamation shall be as per pooling of interest method as directed by the scheme approved by Hon'ble NCLT found appropriate.

We have corroborated the adherence to the directions as mentioned in the Scheme approved by Hon'ble NCLT in the management's alignment of accounting policies and estimates by comparing the significant accounting policies and estimates.

**INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

The other information is expected to be made available to us after the date of this auditor's report. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial

position, consolidated financial performance and consolidated cash flows of the Group including its Subsidiaries and Jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its subsidiaries and joint venture entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its subsidiaries and joint venture entity are responsible for assessing the ability of the Group and of its subsidiaries and joint venture entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its subsidiaries and joint venture entity are responsible for overseeing the financial reporting process of the Group and of its subsidiaries and joint venture entity.

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its subsidiaries and joint venture entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its subsidiaries and joint venture entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entity or business activities within the Group and its subsidiaries and joint venture entity to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provided those charged with governance with a statement that we have complied with relevant ethical requirements

regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

## OTHER MATTERS

- (a) The accompanying Consolidated Financial Statements include the financial statements and other financial information of 3 subsidiaries which reflect total assets of ₹ 143.25 Lakhs as at March 31, 2020, total revenues of ₹ 4.46 Lakhs for the year ended on that date, and net profit after tax of ₹ 1.81 Lakhs for the year ended March 31, 2020. One subsidiary Company has been audited by us and other two subsidiaries and joint venture have been audited by other auditors. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information are not material to the Group.
- (b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and from the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies and its subsidiaries incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure-A" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint venture incorporated in India, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Holding Company, its subsidiaries incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the group company, as noted in the 'Other Matters' paragraph:
  - i. As informed to us, the Company has disclosed the impact of pending litigations on its financial position in its consolidate financial position of the Group, its subsidiaries and joint venture entity.
  - ii. The Group, its subsidiaries and joint venture entity did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no amount which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and joint venture entity incorporated in India.

For, **B. K. PATEL & CO**  
Chartered Accountants  
Firm Regn No. 112647W

**K. D. Patel**  
Partner

Membership No.039919  
UDIN: 20039919AAAABC2118

Date : July 3, 2020  
Place : Ahmedabad

## ANNEXURE-“A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Praveg Communications (India) Limited (formerly known as Sword and Shield Pharma Limited) of even date.

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

In conjunction with our audit of the Consolidated Financial Statements of Praveg Communications (India) Limited which includes joint operations as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Praveg Communications (India) Limited which includes joint operations (hereinafter referred to as the “Holding Company”) and its subsidiaries and joint venture entity, which are companies incorporated in India, as of that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the Holding Company, its subsidiaries and joint venture entity, which are companies incorporated in India, internal financial controls over financial reporting with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements was 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 with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED FINANCIAL STATEMENTS**

A company’s internal financial control over financial reporting with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these Consolidated Financial Statements 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED FINANCIAL STATEMENTS**

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

### **OPINION**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of our reports of, as referred to in Other Matters paragraph below, the Holding Company, its subsidiary, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Holding 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.

### **OTHER MATTERS**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to separate financial statement of 1 subsidiary which are company, which has been audited by us.

For, **B. K. PATEL & CO**  
Chartered Accountants  
Firm Regn No. 112647W

**K. D. Patel**  
Partner  
Membership No.039919  
UDIN: 20039919AAAABC2118

Date : July 3, 2020  
Place: Ahmedabad

# CONSOLIDATED BALANCE SHEET

## AS AT 31/03/2020

Amount in ₹ in Lakhs

Particulars	Note No.	As at 31/03/2020	As at 31/03/2019
<b>Assets</b>			
1 Non-current Assets			
(a) Property, Plant and Equipment	2	325.00	285.71
(b) Other Intangible Assets	2	0.30	0.36
(c) Financial Assets			
(i) Non Current Investment	3	9.72	0.00
(d) Deferred Tax Assets (Net)	4	16.22	16.01
(e) Other Non Current Assets	5	7.65	8.24
<b>Total Non-current Assets</b>		<b>358.89</b>	<b>310.32</b>
2 Current Assets			
(a) Inventories	6	244.28	195.76
(b) Financial Assets			
(i) Trade Receivables	7	1,410.27	1,305.91
(ii) Cash and Cash Equivalents	8	277.14	62.22
(iii) Other Bank Balance	9	30.16	103.53
(iv) Current Loans	10	0.06	20.14
(v) Other Financial Assets	11	56.57	18.78
(c) Other Current Assets	12	109.22	131.25
<b>Total Current Assets</b>		<b>2,127.70</b>	<b>1,837.59</b>
<b>Total Assets</b>		<b>2,486.59</b>	<b>2,147.91</b>
<b>Equity and liabilities</b>			
1 Equity			
(a) Equity Share Capital	13	1,848.41	1,848.41
(b) Other Equity	14	(363.70)	(678.93)
(c) Non-Controlling interests		10.46	8.90
<b>Total Equity attributable to Equity Holders</b>		<b>1,495.17</b>	<b>1,178.38</b>
2 Liabilities			
1 Non-current Liabilities			
(a) Financial Liabilities			
(i) Non-current Borrowings	15	91.83	95.29
(b) Long Term Provisions	16	22.00	0.00
(c) Other Non-current Liabilities	17	0.00	8.70
<b>Total Non-current Liabilities</b>		<b>113.83</b>	<b>103.99</b>
2 Current Liabilities			
(a) Financial Liabilities			
(i) Current Borrowings	18	3.48	253.59
(ii) Trade Payables			
Total outstanding dues of creditors other than micro and small enterprises	19	514.39	408.72
(iii) Other Financial Liabilities	20	93.93	48.20
(b) Current tax liabilities (net)	21	44.21	8.02
(c) Short Term Provisions	22	44.12	44.86
(d) Other Current Liabilities	23	177.46	102.15
<b>Total Current Liabilities</b>		<b>877.59</b>	<b>865.54</b>
<b>Total Liabilities</b>		<b>991.42</b>	<b>969.53</b>
<b>Total Equity and Liabilities</b>		<b>2,486.59</b>	<b>2,147.91</b>

See accompanying notes to the financial statements

As per our report of even date

For, **B. K. PATEL & CO.**

Chartered Accountants

FRN : 112647W

**CA Kantilal D Patel**

Partner

Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director

DIN : 00467608

**Vishnukumar Patel**

Chairman

DIN : 02011649

**CA Viral Doshi**

Chief Financial Officer

**Mukesh Chaudhary**

Company Secretary

Date : July 3, 2020

Place : Ahmedabad

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2020

Amount in ₹ in Lakhs

Particulars	Note No.	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Revenue from operations	24	5,951.14	6,012.03
Other Income	25	40.57	74.16
<b>Total Income</b>		<b>5,991.71</b>	<b>6,086.19</b>
<b>Expenses</b>			
Event & Site Expenses	26	4,277.49	4,558.58
Employee Benefit Expense	27	432.01	350.40
Finance Costs	28	54.32	38.55
Depreciation and Amortisation Expense	2	96.72	40.66
Other Expenses	29	608.17	694.78
<b>Total Expenses</b>		<b>5,468.71</b>	<b>5,682.97</b>
<b>Profit / (Loss) before loss of share of Joint venture and Tax Expense</b>		<b>523.00</b>	<b>403.22</b>
Share of Profit from joint venture		0.32	(11.21)
<b>Profit / (Loss) before tax</b>		<b>523.32</b>	<b>392.01</b>
Tax Expense:			
Current Tax		156.93	117.75
Deferred Tax		(0.20)	(1.63)
		<b>156.73</b>	<b>116.12</b>
<b>Profit/(loss) for the year</b>		<b>366.59</b>	<b>275.89</b>
<b>Attributable to:</b>			
Equity holders of the parents		365.03	272.85
Non-Controlling Interests		1.56	3.04
<b>Other Comprehensive Income</b>		<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income for the year</b>		<b>366.59</b>	<b>275.89</b>
<b>Earnings Per Equity Share (EPS)</b>			
Basic and Diluted EPS (₹)	33	1.98	1.49

See accompanying notes to the financial statements

As per our report of even date  
**For, B. K. PATEL & CO.**  
Chartered Accountants  
FRN : 112647W

**CA Kantilal D Patel**  
Partner  
Membership No.039919

Date : July 3, 2020  
Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**  
Managing Director  
DIN : 00467608

**CA Viral Doshi**  
Chief Financial Officer

Date : July 3, 2020  
Place : Ahmedabad

**Vishnukumar Patel**  
Chairman  
DIN : 02011649

**Mukesh Chaudhary**  
Company Secretary

## CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31/03/2020

### A. EQUITY SHARE CAPITAL

Amount in ₹ in Lakhs

Particulars	No. of Shares	Amount
Balance as at 01/04/2018	51,50,600	515.06
Changes in equity share capital during the year	0	0.00
Balance as at 31/03/2019	51,50,600	515.06
Issue during the year in Pursuant to amalgamation	1,33,33,500	1,333.35
Balance as at 31/03/2020	1,84,84,100	1,848.41

### B. OTHER EQUITY

Amount in ₹ in Lakhs

Particulars	Retained Earnings	General Reserve	Share Premium Reserve	Capital Reserve	Foreign Currency Translation reserve	Total
Balance as at 01/04/2018	(495.94)	0.00	0.00	0.00	0.00	(495.94)
Additions pursuant to the scheme of arrangement during the year.	776.46	57.77	169.56	(1,315.57)	(0.51)	(312.29)
Profit for the year	272.85	0.00	0.00	0.00	0.00	272.85
Dividend Paid	(10.14)	0.00	0.00	0.00	0.00	(10.14)
Dividend Distribution Tax	(2.06)	0.00	0.00	0.00	0.00	(2.06)
Utilised for buy back	0.00	0.00	(131.93)	0.00	0.00	(131.93)
Foreign Currency Translation	0.00	0.00	0.00	0.00	0.58	0.58
Balance as at 31/03/2019	541.17	57.77	37.63	(1,315.57)	0.07	(678.93)
Balance as at 01/04/2019	541.17	57.77	37.63	(1,315.57)	0.07	(678.93)
Profit for the year	365.03	0.00	0.00	0.00	0.00	365.03
Dividend Paid	(35.56)	0.00	0.00	0.00	0.00	(35.56)
Dividend Distribution Tax	(7.30)	0.00	0.00	0.00	0.00	(7.30)
Tax on Buy Back of Equity	(6.86)	0.00	0.00	0.00	0.00	(6.86)
Foreign Currency Translation	0.00	0.00	0.00	0.00	(0.08)	(0.08)
Balance as at 31/03/2020	856.48	57.77	37.63	(1,315.57)	(0.01)	(363.70)

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants  
FRN : 112647W

**CA Kantilal D Patel**

Partner  
Membership No.039919

Date : July 3, 2020  
Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**  
Managing Director  
DIN : 00467608

**CA Viral Doshi**  
Chief Financial Officer

Date : July 3, 2020  
Place : Ahmedabad

**Vishnukumar Patel**  
Chairman  
DIN : 02011649

**Mukesh Chaudhary**  
Company Secretary

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31/03/2020

Amount in ₹ in Lakhs

Particulars	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	523.32	392.01
Adjustments for:		
Depreciation and Amortisation Expense	96.72	40.66
Interest income	(14.33)	(12.97)
Foreign Exchange Gain	(21.21)	(30.40)
Finance cost	54.32	38.55
Loss on sale of Property, Plant and Equipments	0.00	(30.77)
Sundry Balances Written off / (written back)	(26.11)	0.00
Cash generated from the operations of acquisition	0.00	392.22
<b>Operating profits before working captial changes</b>	<b>612.71</b>	<b>789.30</b>
<b>Changes in working capital</b>		
(Increase) / Decrease in Inventories	(48.52)	167.00
(Increase) in Trade receivables	(78.24)	(835.22)
Decrease in other assets	22.81	251.81
Increase in Trade payables	105.58	62.06
Decrease in other liabilities and provisions	96.55	3.91
	<b>98.18</b>	<b>(350.44)</b>
<b>Cash generated from operations</b>	<b>710.89</b>	<b>438.86</b>
Taxes (paid)	(122.24)	(169.83)
<b>Net Cash generated from operating activities</b>	<b>588.65</b>	<b>269.03</b>
<b>B Cash flow from Investing activities</b>		
Capital expenditure on Property, plant and equipments, including Capital work in progress and capital advances	(135.95)	(197.73)
Investment in Joint Venture	(18.42)	9.27
Bank deposit / margin money withdrawn / (deposited)	73.37	(64.01)
Loan received back / (given) from / to others	0.00	(15.68)
Interest received	19.15	4.29
<b>Net cash generated from / (used in) Investing activities</b>	<b>(61.85)</b>	<b>(263.86)</b>
<b>C Cash flow from Financing activities</b>		
Proceeds from Non current borrowings	42.27	0.00
Repayment of Non current borrowings	0.00	(26.27)
Net Proceeds / (Repayment ) of current borrowings	(250.11)	63.36
Finance cost paid	(54.32)	(38.54)
Payment of Dividend inclusive tax on dividend	(42.86)	(12.20)
Tax on buy back of shares	(6.86)	0.00
<b>Net Cash (used in) / generated from Financing activities</b>	<b>(311.88)</b>	<b>(13.65)</b>
<b>Net increase in Cash &amp; Cash equivalents (A+B+C)</b>	<b>214.92</b>	<b>(8.48)</b>
Cash and Cash equivalents received from acquisition	0.00	59.83
Cash and Cash equivalents at the beginning of the year	62.22	10.87
<b>Cash and Cash equivalents at the end of the year</b>	<b>277.14</b>	<b>62.22</b>

i) The above Consolidated Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

ii) Cash and cash equivalents comprise of:

Amount in ₹ in Lakhs

Particulars	As at 31/03/2020	As at 31/03/2019
Balances with banks : -		
-In current accounts	54.03	57.58
-In Over Draft account	217.33	0.00
Cash on hand	5.78	4.64
<b>Cash and cash equivalents as per statement of cash flow</b>	<b>277.14</b>	<b>62.22</b>

ii) Changes in liabilities arising from financing activities

Amount in ₹ in Lakhs

Particulars	01/04/2019	Cash flow	Other Adjustment	31/03/2020
Long-term Borrowings (including Current Maturities of Long Term Debt)	143.49	42.27	0.00	185.76
Short-term borrowing	253.59	(250.11)	0.00	3.48
Finance Cost Paid	0.00	(54.32)	0.00	(54.32)
<b>Total</b>	<b>397.08</b>	<b>(262.16)</b>	<b>0.00</b>	<b>134.92</b>

Particulars	01/04/2018	Cash flow	Other Adjustment	31/03/2019
Long-term Borrowings (including Current Maturities of Long Term Debt)	60.41	83.08	0.00	143.49
Short-term borrowing	252.50	1.09	0.00	253.59
Finance Cost Paid	0.00	(38.54)	0.00	(38.54)
<b>Total</b>	<b>312.91</b>	<b>45.63</b>	<b>0.00</b>	<b>358.54</b>

See accompanying notes to the financial statements

As per our report of even date

**For, B. K. PATEL & CO.**

Chartered Accountants  
FRN : 112647W

**CA Kantilal D Patel**

Partner  
Membership No.039919

Date : July 3, 2020

Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**

Managing Director  
DIN : 00467608

**CA Viral Doshi**

Chief Financial Officer

Date : July 3, 2020

Place : Ahmedabad

**Vishnukumar Patel**

Chairman  
DIN : 02011649

**Mukesh Chaudhary**

Company Secretary

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2020

### 1 Corporate Information and Significant Accounting Policies

#### (A) Corporate Information

These statements comprise the Consolidated Financial Information of Praveg Communications (India) Limited (the Company). The Company is domiciled in India, incorporated on February 28, 1995 under the provisions of the Companies Act applicable in India and listed on Bombay Stock Exchange. The registered office of the company is located at Shop No. 101, First Floor, Shanti Arcade, 132 Feet Ring Road, Naranpura Ahmedabad, Gujarat, PIN : 380 013, India.

The Company is principally engaged in business of providing services in holding and arranging Events, Exhibitions, Advertisement, Hospitality and in pharma sector.

#### (B) Significant Accounting Policies

##### i Basis of preparation and presentation

Consolidated Financial Statements of the Company have been prepared as per Indian Accounting Standards (Ind AS) in accordance with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

##### ii Basis of measurement

The Consolidated Financial Information has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### iii Presentation

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR) rounded off to the nearest lakhs, except expressly stated otherwise, which is entity's functional and presentation currency.

#### (C) Summary of Significant Accounting Policies

##### a) Foreign currency transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

##### b) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land and Leasehold Land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

#### **Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated on written down value basis using the useful lives prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of an item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

#### **c) Intangible assets**

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

#### **Amortisation methods and periods**

Intangible assets comprising of trade marks are amortized on a Written Down Value Method over its useful life.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

#### **d) Impairment of non financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

#### e) **Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

##### **Initial Recognition**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

##### **Classification and Subsequent Measurement: Financial Assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

##### **(i) Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **(ii) Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **(iii) Fair Value through Profit or Loss**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### **Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

##### **(i) Financial Liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

##### **(ii) Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly

discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

#### **Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

#### **Derecognition of financial liabilities**

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

#### **Equity investment in subsidiaries**

Investment in subsidiaries are carried at cost. Impairment recognized, if any, is reduced from the carrying value.

#### **Offsetting of financial instruments**

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

#### **Derivative financial instruments**

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

#### **Financial liabilities and equity instruments**

##### **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

#### **f) Taxes**

##### **i Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the

underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ii Deferred tax**

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**iii Minimum alternate Tax**

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

**g) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs comprises cost of procurement, cost of conversions and other overheads directly attributable to bringing the inventories to its present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

**h) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue from contracts with customers for sale of Goods or Services is recognized when either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or service to its customers and there is a certainty of collection of revenue. The Company collects GST on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Revenue is disclosed net of discounts, incentives and returns, as applicable.

Dividend is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**i) Employee benefits**

**(i) Short-term obligations**

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

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at expected payments to be made in respect of services provided by employees.

**(ii) Post-employment obligations**

The company operates defined contribution plans viz provident fund and pension plans as a part of its post-employment schemes.

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iii) Compensated Absences**

As per the policy of the Company, no leave balances are allowed to be carried forward. All leave accumulated are encashed after the financial year end.

**j) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**As a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Land leases for long term (say, 99 years) are classified as finance leases and not depreciated.

**As a lessor**

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**k) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

**l) Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**m) Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

**n) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

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

**o) Cash and cash equivalents**

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**p) Cash Flow Statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**q) Non-current assets (or disposal groups) classified as held for disposal:**

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

**Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

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

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

**r) Government Grants**

Government grants in the form of subsidy and equated freight on fertilizers are recognized when there is reasonable assurance that the Company will comply with the conditions relating to them and that the subsidy will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss in the period in which they become receivable.

**s) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**t) Rounding-off of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

**u) Significant accounting judgements, estimates and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**i Fair value measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

**ii Estimation of net realizable value for inventories**

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified."

**iii Impairment of non - financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

**iv Recoverability of trade receivables**

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**v Useful lives of property, plant and equipment/intangible assets**

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**vi Valuation of deferred tax assets**

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under policies above.

**vii Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## 2 Property, Plant and Equipment

Amount in ₹ in Lakhs

PARTICULARS	Land	Buildings	Office Equipment	Furniture and Fixtures	Vehicles	Computer and Peripheral	Total	Intangible Assets
<b>Cost</b>								
As at 01/04/2018	1.38	93.02	59.88	8.82	62.98	45.24	271.32	1.37
Additions	0.00	0.00	5.43	0.00	194.45	4.29	204.17	0.00
Disposals/ Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at 31/03/2019</b>	<b>1.38</b>	<b>93.02</b>	<b>65.31</b>	<b>8.82</b>	<b>257.43</b>	<b>49.53</b>	<b>475.49</b>	<b>1.37</b>
As at 01/04/2019	1.38	93.02	65.31	8.82	257.43	49.53	475.49	1.37
Additions	0.00	0.00	4.28	0.00	128.04	4.16	136.48	0.00
Disposals/ Adjustments	0.00	0.00	0.00	0.00	10.35	0.00	10.35	0.00
<b>As at 31/03/2020</b>	<b>1.38</b>	<b>93.02</b>	<b>69.59</b>	<b>8.82</b>	<b>375.12</b>	<b>53.69</b>	<b>601.62</b>	<b>1.37</b>
<b>Accumulated Depreciation</b>								
As at 01/04/2018	0.00	25.64	26.47	7.55	52.77	37.06	149.49	0.64
Depreciation charge for the year	0.00	6.45	6.78	0.75	22.55	3.76	40.29	0.37
Disposals/ Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at 31/03/2019</b>	<b>0.00</b>	<b>32.09</b>	<b>33.25</b>	<b>8.30</b>	<b>75.32</b>	<b>40.82</b>	<b>189.78</b>	<b>1.01</b>
As at 01/04/2019	0.00	32.09	33.25	8.30	75.32	40.82	189.78	1.01
Depreciation charge for the year	0.00	5.79	6.44	0.07	79.87	4.49	96.66	0.06
Disposals/ Adjustments	0.00	0.00	0.00	0.00	9.82	0.00	9.82	0.00
<b>As at 31/03/2020</b>	<b>0.00</b>	<b>37.88</b>	<b>39.69</b>	<b>8.37</b>	<b>145.37</b>	<b>45.31</b>	<b>276.62</b>	<b>1.07</b>
<b>Net Book Value</b>								
As at 31/03/2020	1.38	55.14	29.90	0.45	229.75	8.38	325.00	0.30
As at 31/03/2019	1.38	60.93	32.06	0.52	182.11	8.71	285.71	0.36

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Depreciation on Property, Plant and Equipment	96.66	40.29
Amortisation on Intangible Assets	0.06	0.37
<b>Total of Depreciation and Amortisation Expense</b>	<b>96.72</b>	<b>40.66</b>

- 2.1 Land Assets is still in name of Erstwhile company.
- 2.2 Buildings includes godown constructed on Leasehold Plot of Land.
- 2.3 Vehicles are held in the name of Directors on behalf of the company.
- 2.4 Refer note number - 40 for note on amalgamation

**3 Non Current Investment**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Investments in Joint Venture		
- Sardar Sarovar Tourism Opportunities	9.72	0 *
<b>Total of Non Current Investment</b>	<b>9.72</b>	<b>0.00</b>

3.1 Refer note number - 40 for note on amalgamation

3.2 \* Refer note number - 17 for net liability in joint venture

**4 Deferred Tax Assets (Net)**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Deferred tax assets on Timing Difference	16.22	16.01
<b>Total of Deferred Tax Assets (Net)</b>	<b>16.22</b>	<b>16.01</b>

4.1 Refer note number :- 38 for movement in Deferred Tax Assets

**5 Other Non Current Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Security Deposits	6.15	8.24
ii Income Tax (TDS ) Receivable	1.50	0.00
<b>Total of Other Non Current Assets</b>	<b>7.65</b>	<b>8.24</b>

5.1 Refer note number :- 40 for note on amalgamation.

**6 Inventories**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Materials for Events & Exhibitions (lower of cost and net realisable value)	244.28	195.76
<b>Total Inventories</b>	<b>244.28</b>	<b>195.76</b>

6.1 Materials for Events &amp; Exhibitions are hypothecated to bank against working capital facilities (Refer note )

6.2 Refer note number - 40 for note on amalgamation

## 7 Trade Receivables

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Unsecured, Considered good	1,410.27	1,305.91
<b>Total of Trade Receivables</b>	<b>1,410.27</b>	<b>1,305.91</b>

- 7.1 Fair value of trade receivables is not materially different from carrying value presented.
- 7.2 Trade receivables are hypothecated to bank against working capital facilities. (Refer note 18.2)
- 7.3 The Company is having majority of receivables from Government Companies, Local Authorities and Departments of State/Central Government and regularly receiving dues from its customers. Hence, credit losses in the future are not material. Out of all Trade Receivables, 79.14 % are receivables from such Government Companies, Local Authorities and Departments of State/Central Government. Company regularly receives money receivable, reducing the credit risk Loss.
- 7.4 Refer note number - 40 for note on amalgamation

## 8 Cash and Cash Equivalents

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Balances with banks		
In current accounts	54.03	57.58
In Over Draft account	217.33	0.00
Cash on hand	5.78	4.64
<b>Total of Cash and Cash Equivalents</b>	<b>277.14</b>	<b>62.22</b>

- 8.1 Refer note number :- 40 for note on amalgamation.

## 9 Other Bank Balance

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Balances with banks - ( At Amortized Cost Method )		
- held for guarantees	30.16	103.53
<b>Total of Other Bank Balance</b>	<b>30.16</b>	<b>103.53</b>

- 9.1 Fair value of Other Bank Balance is not materially different from the carrying value presented.
- 9.2 These fixed deposits are not available for immediate use being in the nature of security offered and held for guarantee.
- 9.3 Refer note number - 40 for note on amalgamation

## 10 Current Loans

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>(Unsecured, unless otherwise stated)</b>		
<b>Considered good</b>		
i Loans to Employees	0.06	4.46
ii Other Current Loans & Advances	0.00	15.68
<b>Total of Current Loans</b>	<b>0.06</b>	<b>20.14</b>

- 10.1 Fair value of Current Loans is not materially different from the carrying value presented.
- 10.2 Refer note number - 40 for note on amalgamation

**11 Other Financial Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Interest Receivables	3.84	8.67
ii Security Deposits	52.56	10.11
iii Others	0.17	0.00
<b>Total of Other Financial Assets</b>	<b>56.57</b>	<b>18.78</b>

11.1 Fair value of other financial assets is not materially different from the carrying value presented.

11.2 Security Deposits receivables from various government authorities, and Government companies.

11.3 Refer note number - 40 for note on amalgamation

**12 Other Current Assets**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i Prepaid expenses	86.44	77.94
ii Balance with Government Authority	18.53	47.37
iii Advance for goods and services	2.96	5.83
iv Advance to Employees	1.29	0.10
v Other Current Assets	0.00	0.01
<b>Total of Other Current Assets</b>	<b>109.22</b>	<b>131.25</b>

12.1 Refer note number - 40 for note on amalgamation

**13 Equity Share Capital**

Amount in ₹ in Lakhs Except number of shares

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Authorised Share Capital</b> 1,85,00,000 Equity Shares of ₹ 10/- each Previous Year : 60,00,000 Equity Shares of ₹ 10/- each	1,850.00	600.00
<b>Issued, Subscribed and fully Paid Up Capital</b> 1,84,84,100 Equity Shares of ₹ 10/- each fully paid up Previous Year : 51,50,600 Equity Shares of ₹ 10/- each fully paid up	1,848.41	515.06
<b>Shares pending to be issued on account of scheme of amalgamation (refer note below)</b> 1,33,33,500 Equity share of ₹ 10/- each fully paid up pending for issue	0.00	1,333.35
<b>Total of Equity Share Capital</b>	<b>1,848.41</b>	<b>1,848.41</b>

13.1 Refer note number - 40 for note on amalgamation

**13.2 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Amount in ₹ in Lakhs

Equity Shares	As at 31/03/2020		As at 31/03/2019	
	No. Shares	Amount	No. Shares	Amount
At the beginning of the Year - Fully Paid Up	51,50,600	515.06	51,50,600	515.06
Add : Addition during the year in pursuant to scheme of arrangement	1,33,33,500	1333.35	0	0.00
<b>Outstanding at the end of the year</b>	<b>1,84,84,100</b>	<b>1848.41</b>	<b>51,50,600</b>	<b>515.06</b>

**13.3 Terms/rights attached to equity shares**

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

**13.4 Details of shareholders holding more than 5% shares in the Company**

Name of Share holders	As at 31/03/2020		As at 31/03/2019	
	No. Shares	% holding in the class	No. Shares	% holding in the class
<b>Equity shares of ₹ 10 each fully paid</b>				
Paraskumar M Patel	35,62,500	19.27	0	0.00
Sunita P Patel	24,37,500	13.19	0	0.00
Vishnukumar V Patel	30,00,000	16.23	0	0.00
Ashaben V Patel	29,92,275	16.19	0	0.00
<b>Total</b>	<b>1,19,92,275</b>	<b>64.88</b>	<b>0</b>	<b>0.00</b>

## 14 Other Equity

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Retained Earnings</b>		
Opening Balance	541.17	(495.94)
Add: Profit / (Loss) for the period	365.03	272.85
Add: Additions pursuant to the scheme of arrangement during the year	0.00	776.46
	906.20	553.37
Less : Dividend Paid *	35.56	10.14
Dividend Distribution Tax **	7.30	2.06
Tax on Buy Back of Equity ***	6.86	0.00
	49.72	12.20
Closing Balance	856.48	541.17
<b>General Reserve</b>		
Opening Balance	57.77	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	57.77
Closing Balance	57.77	57.77
<b>Share Premium Reserve</b>		
Opening Balance	37.63	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	169.56
Less: Utilised / transferred during the year (Refer note 14.2)****	0.00	131.93
Closing Balance	37.63	37.63
<b>Capital Reserve</b>		
Opening Balance	(1,315.57)	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	(1,315.57)
Closing Balance	(1,315.57)	(1,315.57)
<b>Foreign Currency Translation reserve</b>		
Opening Balance	0.07	0.00
Add: Additions pursuant to the scheme of arrangement during the year	0.00	(0.51)
Add / (Less) : During the Year	(0.08)	0.58
Closing Balance	(0.01)	0.07
<b>Total Other Equity</b>	<b>(363.70)</b>	<b>(678.93)</b>

14.1 Refer note number - 40 for note on amalgamation

14.2 Dividend, Buy Back and Utilisation of Security Premium

\* During the FY 2018-19 Erstwhile Praveg Communications Limited ( Transferor Company ), after compliance of all provision of companies act 2013, had Proposed dividend of ₹ 20 per share. Dividend was declared at AGM of Praveg Communications Limited (transferor company) on 30/09/2019.

\*\* Dividend Distribution Tax (DDT) is tax on the Dividend distributed by Praveg Communications Limited (Transferor company) to their Shareholders as per section 115-O of the Income Tax Act, 1961.

\*\*\* During FY 2018-19, Erstwhile Praveg Communications Limited (Transferor Company) had bought back 24940 number of Equity Shares. Buyback of shares is taxable under section 115 QA of the Income Tax Act, 1961 which is calculated as per such provisions.

\*\*\*\* Securities premium have been utilised in FY 2018-19 by Praveg Communications Limited (Transferor company) for buy back of the 24940 equity shares.

## 15 Non-current Borrowings

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED :</b>		
(i) Term loans:		
From Banks	53.14	95.29
From Other Financial institution	38.69	0.00
<b>Total of Non-current Borrowings</b>	<b>91.83</b>	<b>95.29</b>

Notes :

15.1 Security Details for the Balance as at 31/03/2020:

Term Loans from banks and other referred are secured by hypothecation of vehicles.

15.2 Terms of Repayment of loans as on 31/03/2020 :

Amount in ₹ in Lakhs

Sr. No.	Name of Lender	Balance outstanding as on <sup>#</sup>		No. of Instalment Pending as on		Details of Instalments
		31/03/2020	31/03/2019	31/03/2020	31/03/2019	
I	HDFC Bank Ltd.	57.84	87.10	21	33	2.98 Payable every Month
		Loan Financed for 97.00 Lakh				
II	HDFC Bank Ltd.	37.45	56.39	21	33	1.93 Payable every Month
		Loan Financed for 62.80 Lakh				
III	Indian Bank	30.68	N. A	26	N.A. as Loan Sanctioned in Current Financial Year	1.29 Payable every Month
		Loan Financed for 41.00 Lakh				
IV	Daimler Financial Services India Pvt Ltd.	59.79	N. A	32	N.A. as Loan Sanctioned in Current Financial Year	2.06 Payable every Month
		Loan Financed for 66.50 Lakh				

# Balance Outstanding also includes current maturities of Long term Loans. (refer note number :- 20)

15.3 All Terms from Bank and Other loans have been guaranteed by Current directors of Company.

15.4 Rate of interest range from 7.15 % to 8.85 %.

15.5 Refer note number :- 40 for note on amalgamation.

15.6 Refer note number :- 36.C.1.1 for Interest Risk.

## 16 Long Term Provisions

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Provision for Gratuity	22.00	0.00
<b>Total of Long Term Provisions</b>	<b>22.00</b>	<b>0.00</b>

16.1 Refer Note number : - 40 for note on amalgamation.

16.2 Refer note number :- 32 on Employee Benefits.

## 17 Other Non-current Liabilities

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
Liability Towards contribution to Joint Venture	0.00	8.70
<b>Total Other Non-current Liabilities</b>	<b>0.00</b>	<b>8.70</b>

17.1 Refer note number - 40 for note on amalgamation

**18 Current Borrowings**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED (Refer note -15.2 ) at Amortized Cost :-</b>		
(i) Working Capital payable on demand from Bank	0.00	251.23
<b>UNSECURED at Amortized Cost :-</b>		
(i) Working Capital payable on demand from Bank	1.40	0.51
(ii) Working Capital payable on demand from Other	2.08	0.80
(iii) Loan from related party	0.00	1.05
<b>Total Current Borrowings</b>	<b>3.48</b>	<b>253.59</b>

18.1 Refer note number - 40 for note on amalgamation.

18.2 Security details of Current Secured Loan:

Working Capital Loans (cash Credit) from Indian Bank [ Balance, in Previous Year ₹ 251.23 Lakhs credit and in Current Year ₹ 217.33 Lakhs Debit ] is secured by :-

- a Primary Security : Against hypothecation of Stock and Debtors.
- b Collateral Security: Equitable Mortgage of Immovable Assets of Promoter Sunita Patel, HUF of Promoter/Director Paraskumar Patel.
- c Company had also pledge Fixed Deposits of ₹ 30.16 Lakhs.
- d Directors including promoter Sunita Patel has given Personal Guarantee for the Cash Credit Loan to Company.

18.3 Unsecured Borrowing from Bank includes balances of Credit Cards.

18.4 Fair value of current borrowings is not materially different from the carrying value presented.

**19 Trade Payables**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Micro and Small Enterprises	0.00	0.00
(ii) Other than Micro and Small Enterprises	514.39	408.72
<b>Total of Trade Payables</b>	<b>514.39</b>	<b>408.72</b>

19.1 Fair value of other Trade Payables is not materially different from the carrying value presented.

19.2 Refer note number - 40 for note on amalgamation

19.3 The information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2020 has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

**20 Other Financial Liabilities**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>SECURED :-</b>		
(i) Current maturities of long-term debt		
-From Banks	72.83	48.20
-From Other Financial institution	21.10	0.00
<b>Total Other Financial Liabilities</b>	<b>93.93</b>	<b>48.20</b>

20.1 Refer note number - 40 for note on amalgamation

20.2 For security and other details related to secured other current Financial Liabilities refer note number :- 15.2

## 21 Current tax liabilities (net)

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Total Current tax liabilities (Net of Advance tax & TDS)	44.21	8.02
<b>Total Current tax liabilities (net)</b>	<b>44.21</b>	<b>8.02</b>

21.1 Refer note number - 40 for note on amalgamation

## 22 Short Term Provisions

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Provision for employee salary and benefits	27.94	19.41
(ii) Provision for Expenses	16.18	25.45
<b>Total Short Term Provisions</b>	<b>44.12</b>	<b>44.46</b>

22.1 Refer note number :- 40 for note on amalgamation.

## 23 Other Current Liabilities

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
(i) Statutory Liabilities	163.46	102.15
(ii) Advance from Customers	14.00	0.00
<b>Total Other Current Liabilities</b>	<b>177.46</b>	<b>102.15</b>

23.1 Refer note number :- 40 for note on amalgamation.

## 24 Revenue from operations

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Revenue from Operations</b>		
Sale of Services	5,914.34	6,004.44
Other Operating Revenues	36.80	7.59
<b>Total Revenue from operations</b>	<b>5,951.14</b>	<b>6,012.03</b>

24.1 Refer note number :- 40 for note on amalgamation.

## 25 Other Income

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Interest income</b>		
Interest income on financial assets	14.33	12.97
<b>Other non-operating income comprises</b> (Net of Expenses directly attributable to such income)		
Miscellaneous Income	5.03	0.03
Net gain on account of foreign exchange fluctuation	21.21	30.40
Liabilities written back	0.00	30.76
<b>Total of Other Income</b>	<b>40.57</b>	<b>74.16</b>

25.1 Refer note number :- 40 for note on amalgamation.

**26 Event & Site Expenses**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Consumption of Materials	2,667.45	3,324.66
Boarding & Lodging Expenses	58.96	49.90
Hiring Charges	1,220.29	1,033.58
Fuel Expenses	43.67	16.72
Entrance Fees	62.85	2.72
Royalty Expenses	111.42	36.30
Site Expenses	27.31	32.54
Transportation Charges	85.54	62.16
<b>Total of Event &amp; Site Expenses</b>	<b>4,277.49</b>	<b>4,558.58</b>

26.1 Refer note number :- 40 for note on amalgamation.

**27 Employee Benefit Expenses**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Salaries and Wages	353.47	312.08
Directors' Remuneration	32.40	25.00
Contributions to provident and other funds	7.05	5.72
Gratuity Expense	24.08	0.00
Staff Welfare	15.01	7.60
<b>Total of Employee Benefit Expenses</b>	<b>432.01</b>	<b>350.40</b>

27.1 Refer note number :- 40 for note on amalgamation.

27.2 Also Refer note number : - 32 on Employee Benefits

**28 Finance Costs**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Interest expense on:		
Interest Expense on Bank/FI Loan	33.21	18.90
Other Interest Expense	11.60	7.09
Other borrowing costs		
Bank Commission & Charges	9.51	12.56
<b>Total of Finance Costs</b>	<b>54.32</b>	<b>38.55</b>

28.1 Refer note number :- 40 for note on amalgamation.

## 29 Other Expenses

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Advertisement & Web Site Expenses	100.26	95.52
Charity & Donation	61.92	0.20
Commission Expenses	13.93	9.68
Loss on sale of Property, Plant and Equipments	0.01	0.00
Insurance Expense	5.06	3.98
Sundry Balances Written off	26.11	0.00
Legal and Professional Fees	100.40	104.98
Membership & Subscription	8.71	5.66
Office & Other Misc. Expense	5.73	9.66
Payments to auditors (Refer Note - 30)	6.35	2.15
Power and Fuel	87.26	33.08
Printing And Stationery Expense	10.83	31.18
Rent	117.82	209.15
Repairs and Maintenance - Building	0.77	0.66
Repairs and Maintenance - Others	3.36	2.82
Rates and Taxes	6.63	1.80
Telephone and Internet Expenses	8.15	5.47
Tender Expenses	0.41	0.50
Travelling & Conveyance Expenses	44.46	178.29
<b>Total of Other Expenses</b>	<b>608.17</b>	<b>694.78</b>

29.1 Refer note number - 40 for note on amalgamation

29.2 Refer note number - 39 for Related Party Transaction

## 30 Payment to Auditors

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Payments to the auditors comprises (net of GST input credit, where applicable):		
For statutory audit	6.35	2.15
For other services	0.00	0.00
<b>Total of Payment to Auditors</b>	<b>6.35</b>	<b>2.15</b>

## 31 Segment Disclosure

The activities of Erstwhile Praveg Communications Limited (transferor Company) with its subsidiaries and joint venture during the year was to origination of Events, Exhibitions, Advertisement and Hospitality. The activities of Praveg Communications (India) Limited (formerly knowns as Sword and Shield Pharma Limited) during the year was business of commission on pharma related products. Considering the nature of business and operation post-amalgamation, as well as based on reviews of operating results by chief operating decision maker to make decision about resource allocation and performances measurement, there is only one reporting segment in accordance with the requirement of Ind As - 108 - "Operating Segments".

## 32 Employee Benefits

### (A) Defined Contribution Plan

The Company's contribution to Provident Fund aggregating ₹ 5.49 lakhs (in Previous Year 2018-19 : ₹ 3.82 lakhs ) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

**(B) Defined Benefit Plans:****Gratuity**

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under Ind AS-19 is as follows :

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020
<b>i. Reconciliation of Opening and Closing Balances of defined benefit obligation</b>	
Present Value of Benefit Obligation at the Beginning of the Period	0.00
Current Service Cost	24.08
Liability Transferred In/ Acquisitions	0.00
Present Value of Benefit Obligation at the End of the Period	24.08
<b>ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets</b>	
Fair Value of Plan Assets at the Beginning of the Period	0.00
Contributions by the Employer	0.00
Assets Transferred In/Acquisitions	0.00
Fair Value of Plan Assets at the End of the Period	0.00
<b>iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets</b>	
Present Value of Defined Benefit Obligations at the end of the year	24.08
Fair Value of Plan assets at the end of the year	0.00
Net (Liability)/Assets recognized in balance sheet as at the end of the year	(24.08)
Short-term provision	2.08
Long-term provision	22.00
<b>iv. Gratuity Cost for the Year</b>	
Current service cost	24.08
Expenses recognised in the income statement	24.08
<b>v. Actuarial Assumptions</b>	
Expected Return on Plan Assets	N.A.
Rate of Discounting	6.87%
Rate of Salary Increase	6.00%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08) Ult
Mortality Rate After Employment	N.A
<b>vi. Maturity Analysis of benefit payments : From Employer</b>	
Projected Benefits Payable in Future Years From the Date of Reporting	24.08
1st Following Year	2.08
2nd Following Year	1.24
3rd Following Year	1.30
4th Following Year	2.72
5th Following Year	1.31
Sum of Years 6 To 10	9.15
Sum of Years 11 and above	40.56

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020
<b>vii. Sensitivity Analysis</b>	
Projected Benefit Obligation on Current Assumptions	24.08
Delta Effect of + 1% Change in Rate of Discounting	(2.18)
Delta Effect of -1% Change in Rate of Discounting	2.60
Delta Effect of + 1% Change in Rate of Salary Increase	2.60
Delta Effect of -1% Change in Rate of Salary Increase	(2.22)
Delta Effect of + 1% Change in Rate of Employee Turnover	0.10
Delta Effect of -1% Change in Rate of Employee Turnover	(0.13)
<p>a) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.</p> <p>b) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.</p> <p>c) Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the Balance Sheet.</p>	
<b>viii. Other Details</b>	
Number of Active Members	80
Per Month Salary For Active Members	15.36
Weighted Average Duration of the Projected Benefit Obligation	12
Average Expected Future Service	13
Projected Benefit Obligation (PBO)	24.08
Prescribed Contribution For Next Year (12 Months)	0.00

### 33 Basic/Diluted Earnings per Equity share (EPS)

Amount in ₹ in Lakhs Except No. of Shares

PARTICULARS	As at 31/03/2020	As at 31/03/2019
<b>Earnings per equity share</b>		
Profit attributable to equity shareholders	366.59	275.89
Weighted average number of equity shares outstanding during the year	1,84,84,100	1,84,84,100
Nominal value of equity share	10.00	10.00
<b>Basic and Diluted EPS</b>	<b>1.98</b>	<b>1.49</b>

- 33.1 Weighted average number of equity share outstanding during the FY 2018-19 includes 1,33,33,500 equity Shares pending for issue pursuant to amalgamation scheme.
- 33.2 Ind AS 33, on Earning Per Share is not complied with respect to issue of Amalgamation as company has followed accounting treatment specified under scheme approved by Hon'ble NCLT.

**34 Contingent Liabilities**

Amount in ₹ in Lakhs

PARTICULARS	As at 31/03/2020	As at 31/03/2019
i) Claim of demand against the Company not acknowledged as debt in respect of -		
a) Service Tax	212.85	0.00
ii) Counter Guarantees		
a) Outstanding amount of Counter Bank Guarantees	217.45	263.18

34.1 Company has received unfavourable orders from Commissioner of Central Goods and Service Tax, & Central Excise by which a demand of ₹ 106.38 lakhs has been raised and Penalty there on of ₹ 106.38 lakhs has been imposed under section 78 of the Finance Act, 1994 and ₹ 0.10 lakhs under Section 77(2) of the Finance Act, 1994, with interest recoverable under Section 75 of the Finance Act, 1994, against which the Company is proposing to file an appeals before its higher authority being Commissioner(Appeals), Central GST & Central Excise. . The Management is of the view that in view of facts of the case, no liability shall arise with respect to above litigations.

34.2 Above Contingent Liabilities of service Tax, ₹ 212.85 Lakhs includes Penalty of ₹ 106.48 Lakhs based on order dated 03/06/2020 i.e. event occurring after Balance Sheet Date.

**35 Previous Year's figures**

In view of the amalgamation of Praveg Communications Limited with Praveg Communications (India) Limited (Formerly known as Sword and Shield Pharma Limited), the financial results given for previous year includes financials of transferor company with its subsidiaries and joint ventures incorporated with that of resulting company as a better comparisons for the readers of the financial statements.

**36** These financial statements have been approved by the Board of Directors of Company on 03/07/2020.

## 37 Financial Instrument and Fair Value Measurement

### A. Categories of Financial Instruments

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2020			
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost	Total
<b>Financial assets</b>				
i Trade receivables	0.00	0.00	1,410.27	1,410.27
ii Cash and cash equivalents	0.00	0.00	277.14	277.14
iii Bank balance other than (ii) above	0.00	0.00	30.16	30.16
iv Current Loans	0.00	0.00	0.06	0.06
v Other financial assets	0.00	0.00	56.57	56.57
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>1,774.20</b>	<b>1,774.20</b>
<b>Financial liabilities</b>				
i Borrowings	0.00	0.00	91.83	91.83
ii Current Borrowings	0.00	0.00	3.48	3.48
iii Trade payables	0.00	0.00	514.39	514.39
iv Other financial liabilities	0.00	0.00	93.93	93.93
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>703.63</b>	<b>703.63</b>

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2019			
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost	Total
<b>Financial assets</b>				
i Trade receivables	0.00	0.00	1,305.91	1,305.91
ii Cash and cash equivalents	0.00	0.00	62.22	62.22
iii Bank balance other than (ii) above	0.00	0.00	103.53	103.53
iv Current Loans	0.00	0.00	20.14	20.14
v Other financial assets	0.00	0.00	18.78	18.78
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>1,510.58</b>	<b>1,510.58</b>
<b>Financial liabilities</b>				
i Borrowings	0.00	0.00	95.29	95.29
ii Current Borrowings	0.00	0.00	253.59	253.59
iii Trade payables	0.00	0.00	408.72	408.72
iv Other financial liabilities	0.00	0.00	48.20	48.20
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>805.80</b>	<b>805.80</b>

### B. Capital Management

- i For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The Group strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The Group aims to maintain an optimal capital structure through combination of debt and equity in a manner so as to minimise the cost of capital.
- ii Consistent with others in the industry, the Group monitors its capital using Gearing Ratio, Net Debt (Short Term and Long Term Borrowings including Current maturities) divided by Total Capital (Total Equity plus Net Debt).

Amount in ₹ in Lakhs

PARTICULARS	As At 31/03/2020	As At 31/03/2019
Long Term Borrowings	91.83	95.29
Short Term Borrowings	47.69	261.61
Less: Cash & Cash Equivalents	277.14	62.22
Net Debt	(137.62)	294.68
Total Equity attributable to Equity Holders	1,495.17	1,178.38
Total Capital	1,634.69	1,535.28
Gearing Ratio (%)	(8.42)	19.19

- iii In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements.

### C. Financial Risk Management Objectives and Policies

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

The Group is exposed to market risk, and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a Current Corporate Affairs Committee that advises on financial risks and the appropriate financial risk governance framework for the Group. This committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below :

#### 1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk, and foreign currency risk.

##### 1.1 Interest Rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's working capital obligations with floating interest rates. The Group is carrying its working capital borrowings primarily at variable rate.

The sensitivity analysis have been carried out based on the exposure to interest rates for loans carried at variable rate. A 50 Basis point increase or decrees represents management assessable of the reasonably possible change in interest rates.

Amount in ₹ in Lakhs

PARTICULARS	As At 31/03/2020	As At 31/03/2019
Variable Rate Borrowings (Current + Non Current)	189.24	397.08
% change in interest rates	0.50%	0.50%
Impact on Profit for the year	0.95	1.99

##### 1.2 Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group does not have exposure in foreign currency.

## 2 Liquidity Risk

The Group monitors its risk of a shortage of funds by estimating the future cash flows. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2020			
	Within 1 Year	1 to 5 Year	More than 5 Year	Total
Borrowings	97.41	91.83	0.00	189.24
Trade Payables	514.39	0.00	0.00	514.39
Total	611.80	91.83	0.00	703.63

Amount in ₹ in Lakhs

PARTICULARS	Amount as at 31/03/2019			
	Within 1 Year	1 to 5 Year	More than 5 Year	Total
Borrowings	301.79	95.29	0.00	397.08
Trade Payables	408.72	0.00	0.00	408.72
Total	710.51	95.29	0.00	805.80

The above tables do not include liability on account of future interest obligations.

## 3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is having majority of the receivables from Government Authorities, companies, or local authorities and hence, credit losses in the future are not material.

## 38 Movement in Deferred Tax Assets / Liabilities for the year ended 31/03/2020

Amount in ₹ in Lakhs

Tax effects of items constituting Deferred tax liabilities/ assets	Movement during the year ended on 31/03/2020			
	Opening balance as at 01/04/2019	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance as at 31/03/2020
Property, plant and equipment	16.01	(5.85)	0.00	10.16
Provision for employee benefits	0.00	6.06	0.00	6.06

Amount in ₹ in Lakhs

Tax effects of items constituting Deferred tax liabilities/ assets	Movement during the year ended on 31/03/2019			
	Opening balance as at 1-4-2018	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance as at 31/03/2019
Property, plant and equipment	14.38	1.63	0.00	16.01

**A Income tax (income) / expense recognized in the Statement of Profit and Loss**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
<b>Current Tax</b>		
Current tax on profit for the year	156.30	118.15
(Excess) / Short provision of earlier periods	0.63	(0.40)
Sub Total	156.93	117.75
<b>Deferred Tax</b>		
Deferred Tax (Other than MAT Entitlement)	(0.20)	(1.63)
<b>Total</b>	<b>156.73</b>	<b>116.12</b>

**B Reconciliation of Effective Tax Rate**

Amount in ₹ in Lakhs

PARTICULARS	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Profit Before Tax as per Profit & Loss	523.32	392.01
Domestic Tax Rate	25.17%	27.82%
Tax thereon at Normal Rate	131.71	109.06
Effect of expenses that are not deductible in determining taxable profit	24.59	9.09
Deferred Tax	(0.20)	(1.63)
Effect of short / excess provision of tax of earlier periods	0.63	(0.40)
Income Tax Expense Recognised in profit or loss	156.73	116.12

### 39 Related Party Transactions

#### A List of related parties

Nature	Name
<b>Key Managerial Personnel</b>	
Managing Director	1 Mr. Paraskumar Patel (w.e.f. January 27, 2020)
	2 Mr. Pravinbhai Patel (Up to January 27, 2020)
Whole-time Director [Woman Director]	1 Mrs. Sunita Paras Patel (w.e.f. January 27, 2020)
Chief Financial Officer	1 Mr. Viral Pradipkumar Doshi (w.e.f. March 4, 2020)
	2 Mr. Kirti Sankarlal Patel (w.e.f. April 24, 2019 to March 4, 2020)
Company Secretary	1 Mr. Mukeshkumar Sohanram Chaudhary (w.e.f. August 21, 2019)
	2 Ms. Ankita Lunagariya (w.e.f. March 20, 2019 to August 20, 2019)
	3 Ms. Pooja Krishnakant Kadam (Up to March 20, 2019)
<b>Non-Executive Directors</b>	
Chairman	1 Mr. Vishnukumar V. Patel (w.e.f. January 27, 2020)
Independent Director	1 Mr. Jayeshkumar Patel
	2 Mr. Dilipkumar Patel
	3 Mr. Paresh Patel
	4 Mr. Kanjibhai Chaudhary
Woman Director	1 Mrs. Jyotsnaben Patel (up to January 27, 2020)
<b>Subsidiaries</b>	
	1 Praveg Communications USA Inc. - WOS
	2 Praveg Communications AUS Pty Ltd - WOS
	3 Praveg Tourism Private Limited
<b>Joint Venture</b>	
	1 Sardar Sarovar Tourism Opportunities - AOP
<b>Relatives and Related Parties of KMP</b>	
	1 Paraskumar M. Patel HUF
	2 Mr. Pranay Paraskumar Patel
	3 Vishnukumar V. Patel HUF
	4 Mrs. Ashaben V. Patel
	5 Mr. Harsh Vishnukumar Patel
	6 V. V. Patel & Co ( Firm )
	7 V Square Projects ( Firm )

## B Transactions with related parties during the year

Amount in ₹ in Lakhs

Sr. No.	Particulars	Name of Person / Entity	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
1	Remuneration / Salaries	Mr. Paraskumar Patel	24.00	18.24
		Mrs. Sunita Paras Patel	8.40	6.76
		Mr. Viral Pradipkumar Doshi	0.65	0.00
		Mr. Mukesh Sohanram Chaudhary	2.25	0.00
		Mr. Kirti Sankarlal Patel	3.33	0.00
		Ms. Ankita Lunagariya	1.02	0.09
		Ms. Pooja Krishnakant Kadam	0.00	2.06
		Mr. Pranay Paraskumar Patel	7.50	0.00
		Mr. Harsh Vishnukumar Patel	7.50	0.00
2	Rent Expense	Mrs. Sunita Paras Patel	7.60	7.60
		Paras M. Patel - HUF	8.00	8.00
		Mr. Harsh Vishnubhai Patel	8.50	8.60
		Vishnu V. Patel - HUF	9.00	9.00
		Mrs. Ashaben V. Patel	9.00	9.00
		V Square Projects	0.00	9.00
3	Interest Expenses	Mr. Vishnukumar V. Patel	3.36	3.13
		Mr. Paraskumar M. Patel	2.12	1.17
4	Legal & Professional Charges	V. V. Patel & Co	23.40	27.77
5	Advertisement Expense	Sardar Sarovar Tourism Opportunities	30.00	0.00
6	Sponsorship Charges	Sardar Sarovar Tourism Opportunities	30.00	0.00
7	Loans : (Taken)	Mr. Vishnukumar V. Patel	350.00	45.00
		Mr. Paraskumar M. Patel	160.00	80.00
8	Loans : (Repaid)	Mr. Vishnukumar V. Patel	350.00	107.49
		Mr. Paraskumar M. Patel	160.00	80.74

**C Balances with related parties**

Amount in ₹ in Lakhs

Sr. No.	Particulars	Name of Person / Entity	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
1	Remuneration / Salaries	Mr. Paraskumar Patel	16.30	1.52
		Mrs. Sunita Paras Patel	5.85	2.45
		Mr. Viral Pradipkumar Doshi	0.65	0.00
		Mr. Mukesh Sohanram Chaudhary	0.50	0.00
		Mr. Pranay Paraskumar Patel	1.30	0.00
		Mr. Harsh Vishnukumar Patel	1.30	0.00
2	Rent Expense	Mrs. Sunita Paras Patel	6.84	0.00
		Paras M. Patel - HUF	7.20	0.00
		Mr. Harsh Vishnubhai Patel	7.20	7.20
		Vishnu V. Patel - HUF	8.10	8.10
		Mrs. Ashaben V. Patel	8.10	8.10
3	Interest Expenses	Mr. Paraskumar M. Patel	0.00	1.05
4	Legal & Professional Charges	V. V. Patel & Co	21.60	0.00
5	Loans : (Taken)	Mr. Paraskumar M. Patel	0.00	1.05

39.1 Refer note number :- 40 for note on amalgamation.

## 40 Amalgamation in the nature of Merger

During the year, the Scheme of Amalgamation in the nature of Merger between Sword and Shield Pharma Limited ('Transferee Company') (hereinafter referred to as "SSPL") and Praveg Communications Limited ('Transferor Company') (hereinafter referred to as "PCL") and their respective shareholders and creditors made pursuant to a Scheme under sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("the Scheme") which has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench with an appointed date of April 1, 2016 and the Scheme became effective on January 24, 2020 on filing the certified copies of the orders sanctioning the scheme with the Registrar of Companies (RoC), whereas it has become operationally effective from March 1, 2020. Pursuant to a said Scheme Praveg Communications Limited together with its holdings in its 3 Subsidiaries companies viz (1) Praveg Communications Aus. Pty. Ltd (2) Praveg Communications USA Inc. (3) Praveg Tourism Private Limited has been amalgamated with Sword and Shield Pharma Limited. As per clause no. 7.3 (Page no. 13 of 21) of Scheme, name of the transferee Company has been changed from Sword and Shield Pharma Limited to Praveg Communications (India) Limited (hereinafter referred to as "PCIL"). Erstwhile Company (Praveg Communications Limited) had Joint Venture - Sardar Sarovar Tourism Opportunities with M/s Lallooji and Sons vide Joint Venture Agreement Dated 22 Oct, 2018. On effect of Amalgamation of the said PCL all rights and obligation ( Assets and Liabilities) are to be treated of this company in the said JV.

### Interest in Subsidiaries and Joint Venture

	Name of Subsidiaries	% of Holding	No. of Equity Share	Face value
i	Praveg Communications Aus. Pty. Ltd.	100.00	2	60.00
ii	Praveg Communications USA Inc.	100.00	100	63.99
iii	Praveg Tourism Private Limited	50.20	5020	10.00
	Name of Joint Venture	% of Sharing		
i	Sardar Sarovar Tourism Opportunities	50.00		

The transferee company [Praveg Communications (India) Limited ] was required to issue and allot 75 equity shares for each equity share held by the shareholder of the transferor company (Praveg Communications Limited ), whose names appear in the Register of Members of the transferor company on ('Record Date'). Accordingly, the Board of Directors of the Company on 24th March, 2020 allotted Equity Shares to the respective shareholders of transferor companies whose names appeared in the Register of Members as on the Record Date.

The scheme provided that accounting for giving effect to the Scheme of Amalgamation shall be as per the Pooling of Interest method prescribed under Accounting Standard - 14 'Accounting for Amalgamation' prescribed under the Companies (Accounting Standard) Rules, 2006 as amended from time to time. Accordingly, the transferee company has recorded all the assets and liabilities of the transferor company in its books in the same form and manner as it appeared in the books of transferor company on the Appointed Date. Inter-company balances, if any, have been adjusted.

The Scheme has been accounted for as per the accounting treatment approved by the NCLT read with accounting standards prescribed under section 133 of the Companies Act, 2013. The amalgamation of PCL with PCIL (formerly SSPL) has resulted into debit balance of capital reserve of ₹ 1315.57 lakhs.

Erstwhile Praveg Communications Ltd (Transferor Company) has the following Balances as on date specified.

Amount in ₹ in Lakhs

Particulars	Amount as on 01/04/2016
<b>Assets</b>	
<b>Non-current Assets</b>	
Property, Plant and Equipment	128.08
Other Intangible Assets	0.92
Financial Assets	
- Non Current Investment	0.57
Deferred Tax Assets (Net)	3.17
Other Non Current Assets	8.99
<b>Current Assets</b>	
Inventories	362.76
Financial Assets	
- Trade Receivables	470.69
- Cash and Cash Equivalents	8.83
- Other Bank Balance	39.52
- Current Loans	427.89
- Other Financial Assets	0.34
Other Current Assets	137.70
<b>Total Assets</b>	<b>1,589.46</b>
<b>Equity and liabilities</b>	
<b>Equity</b>	
Equity Share Capital	17.78
Other Equity	634.04
<b>Non-current Liabilities</b>	
Financial Liabilities	
- Non-current Borrowings	169.75
Long Term Provisions	0.00
Other Non-current Liabilities	0.00
<b>Current Liabilities</b>	
Financial Liabilities	
- Current Borrowings	190.22
- Trade Payables	375.85
- Other Financial Liabilities	0.00
Current tax liabilities (net)	59.27
Short Term Provisions	0.00
Other Current Liabilities	142.55
<b>Total Equity and Liabilities</b>	<b>1,589.46</b>

The difference between the amount recorded as share capital issued by the transferee company and share capital of transferor Company has been recognised as capital reserve as required by amalgamation scheme approved by Hon'ble NCLT.

Amount in ₹ in Lakhs

Particulars	Amount
Amount of Share Capital Issued by Transferee Company	1,333.35
Amount of Share Capital of the Transferor Company	17.78
Net Amount adjusted in Capital Reserve	1,315.57

As per the scheme, the business of the transferor company shall be deemed to have been carried on by the transferor company for and on behalf of the transferee company. Accordingly the results of profit of Group from the appointed date to effective date amounting to ₹ 468.24 Lakhs has been adjusted to the Profit and Loss Account as on 01-04-2018.

The transferee Company prepares and presents its financial statements as per the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 and accordingly the income, expenses, assets and liabilities have been recognised, measured and presented as per the Indian Accounting Standard.

#### 41 Impact of COVID-19

The Outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activities. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Holding of events and exhibitions being undertaken by the Company had been temporarily suspended during nationwide lockdown. Business operations have been resumed in a phased manner in line with directives from the authorities.

The Company has considered internal and external sources of information up to the date of approval of these consolidated financial results, in assessing the recoverability of its trade receivables, inventories, investments in and loans given to subsidiaries, liquidity, financial position and operations of the Company and based on the management's assessment, there is no material impact on the consolidated financial affairs of the Company.

Considering the uncertainties involved in estimating the impact of this force majeure pandemic situation, the future impact of this pandemic may be different from those estimated as on the date of approval of these financial affairs.

#### 42 Disclosure of summarised information of associate as per Ind AS 112 Para B12

The Company holds 50 % interest in Sardar Sarovar Tourism Opportunities, Joint Venture in India. The assets, liabilities, Incomes and expenses of the associate company are as follows:

Amount in ₹ in Lakhs

Particulars of Balance Sheet	As At 31/03/2020	As At 31/03/2019
Current Assets	9.97	245.71
Partners Capital	9.72	(25.96)
Current Liabilities	0.25	271.67

Amount in ₹ in Lakhs

Particulars of Profit and Loss	For the Year Ended 31/03/2020	For the Year Ended 31/03/2019
Revenue	199.73	462.21
Other Income	0.40	0.00
Operating Expenses	169.80	446.41
Employee Benefit Expenses	0.47	26.15
Other Expenses	29.22	12.07
Profit/(Loss) for the year	0.64	(22.42)
Other Comprehensive Income	0.00	0.00
Total Other comprehensive Income for the year	0.64	(22.42)

**43 Additional information as required by para 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:**

Amount in ₹ in Lakhs

Particulars	Net assets		Share in profit or loss	
	As % of consolidated net asset	Amount	As % of consolidated net asset	Amount
<b>Parent</b>				
PRAVEG COMMUNICATIONS (INDIA) LIMITED	100.28%	1,488.83	99.84%	364.46
<b>Subsidiaries (Indian)</b>				
Praveg Tourism Private Limited	1.41%	21.00	0.86%	3.13
<b>Subsidiaries (Foreign)</b>				
Praveg Communications Aus. Pty. Ltd.	(0.06%)	(0.94)	(0.04%)	(0.13)
Praveg Communications USA Inc.	(0.15%)	(2.27)	(0.33%)	(1.19)
<b>Joint Ventures</b> (Investment as per the equity method)				
Sardar Sarovar Tourism Opportunities	0.65%	9.72	0.09%	0.32
Total Eliminations / Consolidation adjustments	(1.43%)	(21.17)	0.00	0.00
Non Controlling Interest	(0.70%)	(10.46)	(0.43%)	(1.56)
<b>Total</b>	<b>100.00%</b>	<b>1,484.71</b>	<b>99.99%</b>	<b>365.03</b>

See accompanying notes to the financial statements

As per our report of even date  
**For, B. K. PATEL & CO.**  
 Chartered Accountants  
 FRN : 112647W

**CA Kantilal D Patel**  
 Partner  
 Membership No.039919

Date : July 3, 2020  
 Place : Ahmedabad

For and on behalf of Board of Directors

**Paraskumar Patel**  
 Managing Director  
 DIN : 00467608

**Vishnukumar Patel**  
 Chairman  
 DIN : 02011649

**CA Viral Doshi**  
 Chief Financial Officer

**Mukesh Chaudhary**  
 Company Secretary

Date : July 3, 2020  
 Place : Ahmedabad

## NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Praveg Communications (India) Limited will be held on Monday, September 28, 2020 at 04:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
  - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. To declare a dividend on equity shares for the financial year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of ₹ 1.50 (One rupee and Fifty paise only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."
3. To appoint Mrs. Sunita Patel (DIN: 01752711), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sunita Patel (DIN 01752711), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."
4. To consider re-appointment of the Statutory Auditors and fix their remuneration and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee, and the Board of Directors of the Company, M/s B.K. Patel & Co., Chartered Accountants, (Firm Registration No. 112647W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for their second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (the "AGM") till the conclusion of 30th AGM of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

5. To Appoint Mr. Paraskumar Patel (DIN: 00467608) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 2(51), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination and Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Paraskumar Patel (DIN: 00467608) as Managing Director for further period of five (5) years w.e.f. January 27, 2020, on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Paraskumar Patel as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Paraskumar Patel will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Paraskumar Patel as Managing Director.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

6. To Appoint Mrs. Sunita Patel (DIN: 01752711) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of section 152 and other applicable provisions of the Companies Act 2013, if any, read with relevant rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Articles of Association of the Company, Mrs. Sunita Patel (DIN 01752711), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Non-Executive Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as Non-Executive Director of the Company whose office is liable to retire by rotation

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To Appoint Mr. Vishnukumar Patel (DIN: 02011649) as a Non-Executive Director designated as Chairman and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of section 149, 152 and 161 and other applicable provisions of the Companies Act 2013, if any, read with relevant rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Articles of Association of the Company, Mr. Vishnukumar Patel (DIN: 02011649), who was appointed as an Additional Director of the Company with effect from January 27, 2020, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors be and is hereby appointed as Non-Executive Director and designated as Chairman of the Company whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To Appoint Mr. Ajit Panda (DIN: 07123718) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ajit Panda (DIN: 07123718), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years i.e. for a term up to August 21, 2025;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To Appoint Mr. Jaladhi Shah (DIN: 08795097) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.

Jaladhi Shah (DIN: 08795097), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years i.e. for a term up to August 21, 2025;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To Appoint Mr. Rajendrakumar Patel (DIN: 06532676) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajendrakumar Patel (DIN: 06532676), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years i.e. for a term up to August 21, 2025;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 and in this regard to consider and if thought fit to pass, with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed ₹100 Crores (Rupees One Hundred Crores) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

12. Increasing the Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to ₹ 100 crores and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks, financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of ₹ 100 Crores (Rupees One Hundred Crores) exclusive of interest.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory

modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

14. To Alter Memorandum of Association of the Company in line with Companies Act, 2013 and in this regard to consider and if thought it, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for alteration of Main object clause, by addition of following new two sub-clauses, after existing sub-clause 2 of clause III (A):

3. To carry on in India or elsewhere, either alone or jointly with one or more person, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turn-key contractor, and manager of all types of constructions and developmental work in all its branches such as roads, ways, culverts, dams, bridges, railways, tram-ways, water-tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbours, piers, irrigation works, foundation works, fly-over's, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashalas, multistory, colonies, complexes, housing projects and other similar works and for the purpose to acquire, hand over, purchase, sell, own, cut to size, develop, distribute, or otherwise to deal in all source of lands and buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature.
4. To carry on business of manufacturing, generating, producing, processing, accumulating, distributing, transferring, preserving, mixing, supplying contracting, importers, exporters, contractor, subcontractor, buyers, sellers, assemblers, hirers, repairers, dealers, distributors, stockiest, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, collaborators, of merchandising, marketing, managing, renting, utilizing of electricity, steam, power, heat solar energy, wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy, and other conventional, non-conventional and renewable energy sources, waste treatment plants of all kinds, and equipments thereof except nuclear power generation including EPC contracting in India and outside India.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provision, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, consent of members be and is hereby accorded to alter the Memorandum of Association of the Company as per Companies Act, 2013, by

- 1) Renaming the title of existing Clause III(B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:";
- 2) Replacing the references of Companies Act, 1956 with the references of Companies Act, 2013, wherever appear in Memorandum of Association of the Company; and
- 3) Removing the entire existing Clause III(C) – "OTHER OBJECTS".

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that

may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

15. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought it, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Mukesh Chaudhary**  
Company Secretary

Registered Office  
First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013  
CIN: L24231GJ1995PLC024809 | Website: www.praveg.com  
Email: cs@praveg.com | Phone: +917927496737

## NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company Secretary by email to [cs@praveg.com](mailto:cs@praveg.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), at least 48 hours before the commencement of AGM.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2020. Members seeking to inspect such documents can send an email to [cs@praveg.com](mailto:cs@praveg.com).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Saturday, September 19, 2020 through email on [cs@praveg.com](mailto:cs@praveg.com). The same will be replied by the Company suitably.
8. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
9. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 25th AGM has been uploaded on the website of the Company at [www.praveg.com](http://www.praveg.com) and may also be accessed from the relevant section of the websites of the Stock Exchange (BSE Limited) at [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of 25th AGM and payment of dividend for Financial Year 2019-20. The dividend of ₹ 1.50/- per fully paid-up equity) Share of ₹ 10/- each (15%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and after Thursday, October 1, 2020 as under:

**In respect of Equity Shares held in physical form:**

To all the Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as on close of business hours on Monday, September 21, 2020.

**In respect of Equity Shares held in electronic form:**

To all beneficial owners of the shares, as on the close of business hours on Monday, September 21, 2020, as per details furnished by the Depositories for this purpose.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their depository participants ('DPs') or in case shares

are held in physical form, with the Company / Registrars and Transfer Agent ('RTA') by sending documents through e-mail on or before Friday, September 18, 2020.

Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send hard copies of the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. MCS Share Transfer Agent Limited at 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009, latest by Tuesday, September 15, 2020:

- a. a signed request letter mentioning your name, folio number(s), complete address and following details relating to bank account in which the dividend is to be received:
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number and Type allotted by your Bank after implementation of Core Banking Solutions;
  - iii) 11 digit IFSC Code.
- b. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested copy of the PAN Card; and
- d. self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.

11. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at [www.praveg.com](http://www.praveg.com) Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com) in case the shares are held in physical form, quoting their folio no(s).
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's RTA, MCS Share Transfer Agent Limited at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com) for assistance in this regard.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices / documents / Reports and other communications electronically to their e-mail address in future.
15. Alternatively, Members may also send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail addresses for remote e-voting for the resolutions set out in this Notice:
  - a) In case shares are held in physical form, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.
  - b) In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar Card.

## INSTRUCTIONS FOR JOINING THE AGM AND E-VOTING ARE AS FOLLOW:

### Process and Manner for Attending the AGM through VC/OAVM are as under:

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at <https://www.evoting.nSDL.com> under the Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@praveg.com](mailto:cs@praveg.com) between September 21, 2020 (9:00 a.m. IST) to September 24, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) /1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/022-24994360 or Mr. Sanjeev Yadav, Assistant Manager – NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in)/022-24994553.

### Process and Manner for Voting through Electronic Means:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.
2. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Monday, September 21, 2020 may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 21, 2020, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. The remote e-voting period commences on Thursday, September 24, 2020 at 9:00 a.m. (IST) and ends on Sunday, September 27, 2020 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 21, 2020.
4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
5. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

#### The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

#### Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nSDL.com/>

##### How to Log-in to NSDL e-voting website?

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.

- ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details are given below:
 

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 114326 then user ID is 114326001***
- v. Your password details are given below:
  - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Open the e-mail sent to you by NSDL and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.
- vi. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- viii. Now, you will have to click on 'Login' button.
- ix. After you click on the 'Login' button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system.**

**How to cast your vote electronically on NSDL e-voting system?**

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- iii. Select 'EVEN' of the Company. i.e. 114326.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**The instructions for e-voting during the AGM are as under:**

1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-Voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**General Guidelines for Shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91 22 2499 4360/4545/4738.

**Other Instructions:**

1. The Board of Directors has appointed Mr. Anand Lavingia (Membership No. ACS 26458), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
2. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
3. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.praveg.com](http://www.praveg.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

**Contact Details**

Company	<b>Praveg Communications (India) Limited</b> First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013 Website: <a href="http://www.praveg.com">www.praveg.com</a> Email: <a href="mailto:cs@praveg.com">cs@praveg.com</a> Phone: +91 7927496737
Registrar and Share Transfer Agent	<b>MCS Share Transfer Agent Limited</b> 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009 Contact: +91 7926580461 / 62 / 63 Email: <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a>
E-voting Agency	<b>National Securities Depository Limited</b> Phone: 1800222990 E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Website: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
Scrutinizer	<b>Mr. Anand Lavingia, Practicing Company Secretary</b> Membership No. ACS 26458; CP No. 11410 Email: <a href="mailto:krishivadvisory@gmail.com">krishivadvisory@gmail.com</a>

By order of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Mukesh Chaudhary**  
Company Secretary

Registered Office  
First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013  
CIN: L24231GJ1995PLC024809 | Website: [www.praveg.com](http://www.praveg.com)  
Email: [cs@praveg.com](mailto:cs@praveg.com) | Phone: +91 7927496737

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT')

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### Item no. 5

The Board of Directors of the Company ("the Board"), at its meeting held on January 27, 2020 has, subject to approval of members, appointed Mr. Paraskumar Patel (DIN: 00467608) as a Managing Director, for a period of 5 (five) years with effect from January 27, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, the appointment of Mr. Paraskumar Patel as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

**The information as required under Schedule V to the Companies Act, 2013 is as under:**

#### I. General Information:

Nature of Industry:

The Company is engaged mainly in the Events and Exhibitions business.

Date or expected date of commencement of commercial production:

The Company is not manufacturing one and the operations of the Company were soon after its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance:

The Company has a turnover of ₹ 5951.79 Lakhs and net profit of ₹ 364.45 Lakhs for the financial year 2019-20.

Foreign investments or collaborations, if any:

No collaboration has been made by the Company with any of foreign entity. Further, as at March 31, 2020, total holding of Foreign Shareholders was 7915 Equity Shares (0.04%).

#### II. Information about the appointee:

**Background Details:** Mr. Paraskumar Patel is 51 years old and is has over 20 years of in-depth knowledge and experience in the field of advertising and publicity. Ever since the inception of his business in 1994, he has worked on several challenging assignments of state government undertakings, right from preparing assorted promotional materials to conceiving, designing and executing exhibitions at various national and international forums and event management.

With unflinching commitment to the assignments in terms of quality, cost and time, he has endeavored to provide the best value for money to each of his clients and attained constant impressive growth of his agency.

Over the last 20 years, he has designed and executed more than 400 exhibitions and over 2000 designing and printing jobs of promotional materials.

He is Director on the Board of Directors of Transferor Company on since Incorporation of Transferor Company. He has been guiding the Company since decade and a half and has immensely contributed to the growth and diversification of the Company.

**Past Remuneration:** ₹ 24 Lakh for F.Y. 2019-20

**Job profile and his suitability:** As Managing Director of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience and knowledge about the industry and the nature and size of operations of the Company; he is a fit and proper person as the Managing Director of the Company.

**Remuneration Proposed:** ₹ 36 Lakhs per annum

**Comparative Remuneration profile:** Taking into consideration the size of the Company, the profile of Mr. Paraskumar Patel and the responsibilities shouldered on him and the industry bench marks, the proposed revised remuneration well below in compared to the comparable Companies.

**Pecuniary relationship:** Mr. Paraskumar Patel has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director and receipt of interest on the unsecured loan granted to the Company. He holds 35,62,500 equity shares of the Company.

#### III. Other information:

**Reasons of loss or inadequate profits:** The increase in cost of purchase and Administration cost has led to the huge expenses and the Company is facing problems to generate adequate profit due to the impact of COVID-19.

**Steps taken or proposed to be taken for improvement:** The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

**Expected increase in productivity and profit in measurable terms:** The Management took decisions on expansion of business in Real Estate and Energy Sectors would act as a growth channel for the Company which would contribute in increased revenues and higher margins.

**Broad particulars of the terms of appointment and remuneration payable to Mr. Paraskumar Patel are as under:**

**a) Salary:**

₹ 36.00 Lakhs per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

**b) Perquisites, allowances and benefits:**

- Leave Travel Concession: Once for self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure.
- Use of Car with Driver: One car with driver with reimbursement of running and maintenance expenses.

Provided however that, perquisites and amenities shall be valued, wherever applicable, as per the Income Tax Act, 1961 read with relevant rules issued thereunder.

Provided further that perquisites mentioned in point "b" to "d" above shall not be included in the computation of the ceiling on remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Mr. Paraskumar Patel will perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

The Managing Director shall adhere to the Company's Code of Conduct.

Save and except as provided in the foregoing paragraph, Mr. Paraskumar Patel satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Paraskumar Patel is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

Details of Mr. Paraskumar Patel are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Notwithstanding anything to the contrary herein contained where in any financial year during the current tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

Mr. Paraskumar Patel and Mrs. Sunita Patel and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Special Resolution set out at Item no. 5 of the Notice for approval of the Members.

**Item no. 6**

The Board of Directors of the Company ("the Board"), at its meeting held on January 27, 2020 has, subject to approval of members, appointed Mrs. Sunita Patel (DIN: 01752711) as a Whole-time Director, for a period of 5 (five) years with effect from January 27, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Based on the request of Mrs. Sunita Patel and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had changed designation of Mrs. Sunita Patel (DIN: 01752711) from Whole-time Director to Non-Executive Director of the Company with effect from August 22, 2020.

Mrs. Sunita Patel is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Sunita Patel for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Details of Mrs. Sunita Patel are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii)

Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mrs. Sunita Patel is interested in the resolution set out at Item No. 6 of the Notice with regard to her appointment. Relatives of Mrs. Sunita Patel may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Vishnukumar Patel (DIN: 02011649) as an Additional Director of the Company with effect from January 27, 2020. Pursuant to Section 161(1) of the Act, Mr. Vishnukumar Patel holds office up to the date of this meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Vishnukumar Patel for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013 and Regulation 17 of Listing Regulations.

Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Details of Mr. Vishnukumar Patel are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The terms and conditions of his appointment shall be open for inspection by the Members in electronic form till the conclusion of the AGM.

Mr. Vishnukumar Patel is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. Relatives of Mr. Vishnukumar Patel may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

#### **Item No. 8**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Mr. Ajit Panda (DIN: 07123718) as an Additional Director, Pursuant to Section 161(1) of the Act, Mr. Ajit Panda holds office up to the date of this meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Ajit Panda for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations. The Company has also received a declaration from Mr. Ajit Panda to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ajit Panda fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ajit Panda is independent of the management and possesses appropriate skills, experience

and knowledge.

Details of Mr. Ajit Panda are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The terms and conditions of his appointment shall be open for inspection by the Members in electronic form till the conclusion of the AGM.

Mr. Ajit Panda is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment. Relatives of Mr. Ajit Panda may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item no. 8 of the Notice for approval of the Members.

#### Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Mr. Jaladhi Shah (DIN: 08795097) as an Additional Director. Pursuant to Section 161(1) of the Act, Mr. Jaladhi Shah holds office up to the date of this meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Jaladhi Shah (DIN: 08795097) for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations. The Company has also received a declaration from Mr. Jaladhi Shah to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Jaladhi Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Jaladhi Shah is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Jaladhi Shah are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The terms and conditions of his appointment shall be open for inspection by the Members in electronic form till the conclusion of the AGM.

Mr. Jaladhi Shah is interested in the resolution set out at Item No. 9 of the Notice with regard to his appointment. Relatives of Mr. Jaladhi Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item no. 9 of the Notice for approval of the Members.

#### Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Mr. Rajendrakumar Patel (DIN: 06532676) as an Additional Director. Pursuant to Section 161(1) of the Act, Mr. Rajendrakumar Patel (DIN: 06532676) holds office up to the date of this meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Rajendrakumar Patel for the office of Non-Executive Independent Director, to be appointed

as such under the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations. The Company has also received a declaration from Mr. Rajendrakumar Patel to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajendrakumar Patel fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajendrakumar Patel is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Rajendrakumar Patel will attain the age of seventy years on October 16, 2022. Mr. Rajendrakumar Patel has rich and varied experience in the industry. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Rajendrakumar Patel as an Independent Director. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Rajendrakumar Patel as an Independent Director.

Details of Mr. Rajendrakumar Patel are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The terms and conditions of his appointment shall be open for inspection by the Members in electronic form till the conclusion of the AGM.

Mr. Rajendrakumar Patel is interested in the resolution set out at Item No. 10 of the Notice with regard to his appointment. Relatives of Mr. Rajendrakumar Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

#### **Item No. 11**

The Company has placed before you under Item No. 12 of this notice, Resolution for increasing the borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 upto ₹ 100 Crores. The borrowing of the Company are in general required to be secured by suitable mortgage and/or charge on any of movable or immovable properties of the Company in such form, manner and ranking as may be required by the lenders and agreed by the Board of Directors of the Company.

The mortgage and/or charge by the company of its movable and/or immovable properties and/ or the whole or any part of the undertaking(s) of the company, in favour of lender(s), with a power to take over the Management of the business and concern of the company. Hence, the consent of the company in general meeting is required under the said section for creation of such mortgage/charge.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 11 of the Notice for approval of the Members.

#### **Item No. 12**

With enactment of the Companies Act, 2013 and Rules framed thereunder and as per the provisions Section 180 (1) (c) of the Companies Act, 2013 with respect to borrow money in excess of aggregating of the paid up capital of the Company and its free reserves respectively, approval of the members need to obtained by way of Special Resolution.

The Business of the Company had increased manifold, keeping the capital expenditure to be incurred and the working capital requirement in mind it would be advisable to authorise the Board of Directors to borrow up to ₹ 100 Crores (Rupees One Hundred Crores)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 12 of the Notice for approval of the Members.

#### **Item No. 13**

The Company is basically engaged in the business of Events and Exhibitions Services. As per Section 186 of the Act read with the Rules framed there under, the Company is required to obtain the prior approval of the Members by way of a Special Resolution to give loan, to provide Guarantee and for acquisition by way of subscription, purchase or otherwise, the securities

of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The Business of the Company is improving day by day and with that there would be surplus fund which would be idle for short term periods and require investment in various securities/debt funds, to avail the opportunity cost lost for such funds remaining idle.

Looking at the new Act, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made there under, to enable the Company to acquire the securities of any Body Corporate by way of subscription, purchase or otherwise, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The Board of Directors have proposed the limit not exceeding ₹ 100 crores with regard to make investment, provide loan, give guarantee(s) and/or provide security(ies), and accordingly, consent is hereby sought for overall limit not exceeding to ₹ 100 crores (Rupees One Hundred Crores only).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 13 of the Notice for approval of the Members.

#### Item No. 14

The company has various plans for expansion of its business operations from the present level and accordingly, it is proposed to start the business of Real Estate Business and Energy Business. In order to commence the same, it is proposed to alter the Main objects clause of the Memorandum of Association (MOA) by addition of 2 (Two) new sub-clauses to existing Clause III(A) of the Memorandum of Association of the Company as mentioned in the Item No. 14 of the Notice.

Further, the existing Memorandum of Association is in line with the erstwhile Companies Act, 1956, which is not in conformity with the Companies Act, 2013 ('New Act'). It is thus expedient to alteration in Clause III of the Memorandum of Association of the Company by 1) Renaming the title of existing Clause III (B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:"; 2) Replacing the references of Companies Act, 1956 with the references of Companies Act, 2013, wherever appear in Memorandum of Association of the Company, and 3) removing the entire existing Clause III(C) – "OTHER OBJECTS", pursuant to the provisions of the Companies Act, 2013.

Hence, the Board of the Directors at its meeting held on August 22, 2020, approved the above mentioned alteration in the Main Objects Clause of the Memorandum of Association of the Company and requires shareholders approval for the same.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 14 of the Notice for approval of the Members.

#### Item No. 15

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

Hence, the Board of the Directors at its meeting held on August 22, 2020, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders approval for the same.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Special Resolution set out at Item no. 15 of the Notice for approval of the Members.

By order of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad

**Mukesh Chaudhary**  
Company Secretary

Registered Office  
First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013  
CIN: L24231GJ1995PLC024809 | Website: www.praveg.com  
Email: cs@praveg.com | Phone: +917927496737

## ANNEXURE TO THE NOTICE

Details of Directors Retiring by Rotation/ Seeking Appointment/ Re-Appointment at the Meeting

<b>Mr. Paraskumar Patel</b>	
<b>Age</b>	51 years
<b>Qualifications</b>	DCE, MBA (Marketing)
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	<p>Mr. Paraskumar Patel with over 20 years of in- depth knowledge and experience in the field of advertising and publicity. Ever since the inception of his business in 1994, he has worked on several challenging assignments of state government undertakings, right from preparing assorted promotional materials to conceiving, designing and executing exhibitions at various national and international forums and event management. With unflinching commitment to the assignments in terms of quality, cost and time, he has endeavored to provide the best value for money to each of his clients and attained constant impressive growth of his agency.</p> <p>Over the last 20 years, he has designed and executed more than 400 exhibitions and over 2000 designing and printing jobs of promotional materials.</p>
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Paraskumar Patel is proposed to be appointed as a Managing Director.
<b>Remuneration Last Drawn</b>	₹ 24.00 Lakhs
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto
<b>Date of first appointment on the Board</b>	January 27, 2020
<b>Shareholding in the Company as on March 31, 2020</b>	35,62,500 equity shares of ₹ 10/- each (Allotted on 24/03/2020, pursuant to Scheme of Amalgamation)
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Spouse of Mrs. Sunita Patel
<b>Number of meetings of the Board attended during the financial year (2019-20)</b>	2 (appointed w.e.f. January 27, 2020)
<b>Directorships of other Boards as on March 31, 2020</b>	Praveg Tourism Private Limited Praveg Skill Development Foundation
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2020</b>	NIL

<b>Mrs. Sunita Patel</b>	
<b>Age</b>	45 years
<b>Qualifications</b>	Intermediate
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	Mrs. Sunita Patel having an experience of around 11 years in administration and having role in day to day affairs in the field of advertising and publicity.
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto
<b>Remuneration Last Drawn</b>	₹ 8.40 Lakhs
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto
<b>Date of first appointment and Change in designation on the Board</b>	Original appointment on January 27, 2020 and change in designation w.e.f. August 22, 2020
<b>Shareholding in the Company as on March 31, 2020</b>	24,37,500 equity shares of ₹ 10/- each (Allotted on 24/03/2020, pursuant to Scheme of Amalgamation)
<b>Relationship with other Directors / Key Managerial Personnel</b>	Spouse of Mr. Paraskumar Patel
<b>Number of meetings of the Board attended during the financial year (2019-20)</b>	2 (appointed w.e.f. January 27, 2020)
<b>Directorships of other Boards as on March 31, 2020</b>	NIL
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2020</b>	NIL

<b>Mr. Vishnukumar Patel</b>	
<b>Age</b>	46 years
<b>Qualifications</b>	Chartered Accountant
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	<p>With over 7 years of rich experience in Construction, Solar Energy and Events, Mr. Vishnukumar Patel is a visionary who enabled the company to achieve its growth objectives.</p> <p>He also has expertise in Implementation, Planning and Execution of projects along with Cost Benefit Analysis, Project Finance and Minimization of Overhead during and after project implementation.</p> <p>He is a Practicing Chartered Accountant and the Founder Partner of the M/s. V.V.Patel &amp; Co. He has wide professional experience since 1998, the establishment of the firm.</p>
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto
<b>Remuneration Last Drawn</b>	NIL
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto
<b>Date of first appointment on the Board</b>	January 27, 2020
<b>Shareholding in the Company as on March 31, 2020</b>	30,00,000 equity shares of ₹ 10/- each (Allotted on 24/03/2020, pursuant to Scheme of Amalgamation)
<b>Relationship with other Directors / Key Managerial Personnel</b>	None
<b>Number of meetings of the Board attended during the financial year (2019-20)</b>	2 (appointed w.e.f. January 27, 2020)
<b>Directorships of other Boards as on March 31, 2020</b>	<p>U R Energy (Solar) Private Limited</p> <p>U R Energy (India) Private Limited</p> <p>Westport Infrastructure Private Limited</p> <p>V Square Infrabuild Private Limited</p> <p>Praveg Tourism Private Limited</p> <p>V V Patel Consultants Private Limited</p> <p>Ahmedabad Association of Builders and Developers</p>
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2020</b>	NIL

<b>Mr. Ajit Panda</b>	
<b>Age</b>	66 years
<b>Qualifications</b>	M. Phil. M.Sc. from IIT, Kharagpur
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	<p>Mr. Ajit Panda is a retired Government official with over 13 years of experience at Joint Secretary Level. He had more than 36 years of experience in Government Service.</p> <p>He was former Chief Commissioner of Income Tax. He served as Commissioner of Income Tax from June 2001 to December 2013 and served as Chief Commissioner of Income Tax from December 2013 to June 2014.</p> <p>He has specialization in Finance, Direct Tax Laws and Administration.</p> <p>He has a Postgraduate degree in Science - M.Sc. Physics and Law Graduate.</p>
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 8 of the Notice convening this Meeting read with explanatory statement thereto
<b>Remuneration Last Drawn</b>	N.A.
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 8 of the Notice convening this Meeting read with explanatory statement thereto
<b>Date of first appointment on the Board</b>	August 22, 2020
<b>Shareholding in the Company as on March 31, 2020</b>	0
<b>Relationship with other Directors / Key Managerial Personnel</b>	None
<b>Number of meetings of the Board attended during the financial year (2019-20)</b>	N.A.
<b>Directorships of other Boards as on March 31, 2020</b>	NIL
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2020</b>	NIL

<b>Mr. Jaladhi Shah</b>	
<b>Age</b>	59 years
<b>Qualifications</b>	Graduation in Commerce
<b>Experience (including expertise in specific functional area)/ Brief Resume</b>	<p>A true visionary committed to centered leadership with extensive knowledge in strategic decision making, transformation and go to market expertise. He is based in Ahmedabad and serves a broad range of clients in multiple industries and functions with his work in strategy, organization, and operations. A prolific thinker and avid reader applying new business breakthroughs to his consulting practice.</p> <p>He has a commerce degree from the prestigious MS University of Baroda and has over 7 years of experience working in the Government of Gujarat. He believes in continuous improvement and true to the belief he practices learning new things every day.</p> <p>His knowledge base encompasses current affairs, global economic and business trends, productivity growth and innovation. He is the catalyst that organizations need to accelerate achievements today and derive a positional advantage in the changing ecosystem of tomorrow.</p>
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 9 of the Notice convening this Meeting read with explanatory statement thereto
<b>Remuneration Last Drawn</b>	N.A.
<b>Remuneration proposed to be paid</b>	As per the resolution at Item No. 9 of the Notice convening this Meeting read with explanatory statement thereto
<b>Date of first appointment on the Board</b>	August 22, 2020
<b>Shareholding in the Company as on March 31, 2020</b>	10439 equity shares of ₹ 10/- each
<b>Relationship with other Directors / Key Managerial Personnel</b>	None
<b>Number of meetings of the Board attended during the financial year (2019-20)</b>	N.A.
<b>Directorships of other Boards as on March 31, 2020</b>	NIL
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2020</b>	NIL

Mr. Rajendrakumar Patel	
Age	72 years
Qualifications	Course Work for PhD studies from University of Tennessee Knoxville, Tennessee, U.S.A. Was Teaching assistant at University for Graduate Classes. M.S. (MECH) From University of Michigan, Ann Arbor, Michigan, U.S.A.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rajendrakumar Patel is holding degree of B.E. (Mechanical), Gujarat University and M.S. (Mechanical), University of Michigan Ann Arbor, USA. From 1972 to 2018, he, as a Mechanical Engineer, held senior position in Voltas Limited, Blue Star Limited, DAIL, Reliance Industries Limited and SMPS Consultant Limited. He is having vast experience in Engineering Industry. He has experience of more than 45 years in field of Marketing, execution, services, finance and administration. He also served as visiting faculty at NIT Ahmedabad and Gujarat University.
Terms and Conditions of appointment	As per the resolution at Item No. 10 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration Last Drawn	N.A.
Remuneration proposed to be paid	As per the resolution at Item No. 10 of the Notice convening this Meeting read with explanatory statement thereto
Date of first appointment on the Board	August 22, 2020
Shareholding in the Company as on March 31, 2020	0
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2019-20)	N.A.
Directorships of other Boards as on March 31, 2020	Patels Airtemp (India) Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	NIL

By order of the Board of Directors

Date : August 22, 2020  
Place : Ahmedabad**Mukesh Chaudhary**  
Company SecretaryRegistered Office  
First Floor, 101, Shanti Arcade, 132 Feet Ring Road, Naranpura, Ahmedabad - 380013  
CIN: L24231GJ1995PLC024809 | Website: www.praveg.com  
Email: cs@praveg.com | Phone: +917927496737**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this Green Initiative of the Government, Members who have not registered their e-mail address, so far, are requested to get their e-mail addresses, in respect of electronic holding with depository through their concerned depository participants. Members, who hold shares in physical form, are requested to get their shares dematerialized.











**PRAVEG**

**PRAVEG COMMUNICATIONS (INDIA) LIMITED**

(Formerly Sword and Shield Pharma Limited in which Praveg Communications Limited has amalgamated)

**Regd. Office:** 101-102, Shanti Arcade, 132' Ring Road, Naranpura, Ahmedabad - 380 013 India

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