



# Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

Ref. No.: ICIL/BSE/16-17/AGM 04

Dated: 30/09/2016

**To,**  
**The Manager,**  
Dept. of Corporate Services,  
**Bombay Stock Exchange Ltd.,**  
1<sup>st</sup> Floor, Rotunda Bldg.,  
Mumbai – 400 001

Dear Sir,

**Company Scrip Code: 532100/ Indo-City Infotech Ltd.**

**Sub. : Submission of Annual Report of 24<sup>th</sup> Annual General Meeting as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to above, please find herewith the Annual Report of 24<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 at its registered office.

Please take the same in your record.

Thanking you,

With regards,

For Indo-City Infotech Limited

  
**Pratik Mewada**  
**Company Secretary**



**Indo-City  
Infotech Limited**

**24<sup>th</sup> ANNUAL REPORT  
2015 - 2016**

# INDO-CITY INFOTECH LIMITED

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## REGISTERED OFFICE

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

## CIN

L51900MH1992PLC068670

## SHARE TRANSFER OFFICE

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

## COMMUNICATION ADDRESS :

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

## BANKERS

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

## AUDITORS

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

## INVESTOR HELP DESK

Telephone: - +91 22 2850 5903  
E-Mail: [contact.indocity@gmail.com](mailto:contact.indocity@gmail.com)

# INDO-CITY INFOTECH LIMITED

## NOTICE

**NOTICE** is hereby given that 24th Annual General Meeting of INDO-CITY INFOTECH LIMITED will be held on Friday, 30th September, 2016 at 10.00 A.M. at the Registered Office of the Company at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059, for transacting the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify appointment of statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the

Company hereby ratifies the appointment of M/s S.K. Patodia & Associates, Chartered Accountants, Mumbai having registration number as 112723W as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2017 to audit the accounts of the Company for financial year ending 31st March, 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

4. **Servicing of Document to Member(s)**

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

**"RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge fee(s) from a member in advance, a sum including actual expenses of delivery of the documents, handling and administrative cost if any request is made by such a member for delivery of such document(s) to him/her through a particular mode of service, provided that such request along with the requisite fee of minimum Rs. 500/- (Rupees Five Hundred Only) per folio paid by such member to the Company through proper banking channel, before the dispatch of the document by the Company ."

**"RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized 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  
For Indo-City Infotech Limited**

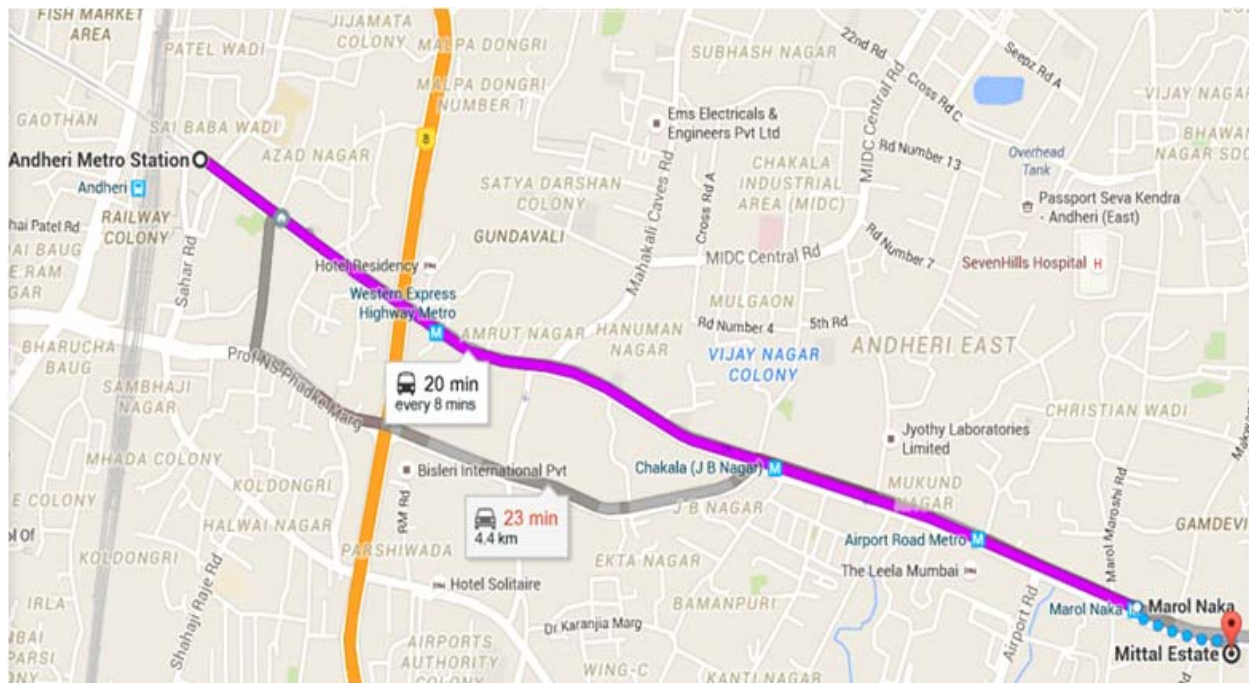
Place : Mumbai  
Dated : 12<sup>th</sup> August, 2016

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

### Registered Office:

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

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



### NOTES:

1. "The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the act" or "Act"), in respect of the business under item No. 4 as set out under special business of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE DULY FILED IN ALL RESPECTS, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
  
A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution/authority as applicable. A member holding more than 10% of the total share capital Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Mrs. Shashi Aneel Jain retires by rotation at this meeting and seeks re-appointment. Her brief profile has been given in the Report on Corporate Governance forming part of the Annual Report.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents (M/s. MCS Share Transfer Agent Limited) in respect of their holdings in physical form.
6. The register of members and the share transfer book will remain closed from 21/09/2016 to 30/09/2016 (both days inclusive).
7. Members desirous of obtaining any information in respect of annual financial statement and operations of the Company are requested to write to the Company at least one week before the Annual General Meeting, to enable the Company to make available the required information at the Meeting.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
9. Shareholders are requested to bring their Copies of Annual Report in the Meeting.

## INDO-CITY INFOTECH LIMITED

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

### 11. Voting through Electronic Means

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

- A. 1. In case a Member receive an email from NSDL [for members whose email ID are registered with the Company/Depository Participant(s)]:
- (i) Open email and open PDF file viz; "Indo-City e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsd.com>
  - (iii) Click on Shareholder – [Login](#)
  - (iv) Put user ID and Password as initial password/PIN noted in Step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Indo-City Infotech Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bhaviikajain@gmail.com](mailto:bhaviikajain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receive physical copy of the notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/ at the bottom of the covering letter annexed to the Annual Report;  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
1. In case of any queries you may refer to the Frequently Asked Questions (FAQs) for Shareholder and e-voting user manual for Shareholder available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com)
  2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  4. The e- voting period commence from 27<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2016(5.00 p.m.)
  5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2016.
  6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut- off date i.e, 23<sup>rd</sup> September, 2016 may obtain the login ID and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990
  7. A member may participate in the AGM even after exerting his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

## INDO-CITY INFOTECH LIMITED

8. Ms. Bhaviika Jain, Company Secretary in Practice (Membership No. 35718) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
12. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.indocity.co](http://www.indocity.co) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
13. As an austerity measure, copies of Annual Report will not be distributed at Annual General Meeting. Members are requested to bring their own copies to the Meeting.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.a.m. to 6.00 p.m.) on all working days except Sunday, and including the date of the Annual General Meeting of the Company.

### Annexure to the Notice:

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

##### Item No.: 4

##### **Servicing of Document to Member(s):**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by ordinary post or by registered post or by speed post or by courier or by delivery at his office or residence address or by electronic transmission. Further, provision to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 12<sup>th</sup> August 2016 have proposed a sum equivalent to the minimum fees of Rs. 500/- (Rupees Five Hundred Only) per folio for delivery of the document(s) through a particular mode, if any request is made by any member for delivery of any document(s) to him/her through such mode of service, be taken to cover the cost of such delivery.

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

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

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

Place : Mumbai  
Dated : 12<sup>th</sup> August, 2016

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

##### **Registered Office:**

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

# INDO-CITY INFOTECH LIMITED

## DIRECTOR'S REPORT

To,

The Members of Indo-City Infotech Limited,

Your Directors have pleasure in presenting the **Twenty Fourth Annual Report** and Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2016.

### I. FINANCIAL RESULTS:

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

	<u>2015-16</u>	<u>2014-15</u>
		(Rupees)
<b>PROFIT BEFORE TAX</b>	3,62,680	3,417
Add/(Less): Provision for Tax	(1,88,122)	(60,518)
Total	<u>1,74,558</u>	<u>63,935</u>
Add.: Amount Brought Forward	89,94,201	89,30,266
Balance Carried to Balance Sheet	<u>91,68,759</u>	<u>89,94,201</u>

### II. TRANSFER TO RESERVE:

Company had not transfer any amount to reserve during the year.

### III. DIVIDEND:

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

### IV. PERFORMANCE:

Total income of the company during the year under review was Rs. 61.70 Lacs as against Rs. 62.32 Lacs for the previous year and the profit after tax for the year stood at Rs. 1.75 Lac as against Rs. 0.64 Lacs for the previous year.

### V. FUTURE OUTLOOK:

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

### VI. DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP):

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

Mr. Ramesh Chandra Pusola, Chief Financial Officer and Compliance Officer of the Company was relieved from the position of Compliance Officer w.e.f. 19th October, 2015 and was again given the additional charge of Compliance officer w.e.f. 11th November, 2015.

Ms. Deepika Pandey was appointed as Company Secretary and Compliance Officer on 19th October, 2015 and thereafter subsequently resigned on 11th November, 2015.

### VII. LISTING:

The Equity shares of the Company continue to be listed at the Bombay Stock Exchange Limited (BSE). The Company has paid the requisite listing fees to the said stock exchange for the financial year 2015-16.

### VIII. REPORT ON CORPORATE GOVERNANCE:

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

A separate statement on corporate governance is annexed as a part of the Annual Report along with the Auditor's certificate on its compliance. A report in the form of Management Discussion and Analysis pursuant to Regulation 27(2) (a) of the Listing Regulations, as a part of this report is as a part of the Annual Report.

### IX. STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, **M/s. S.K. PATODIA & ASSOCIATES**, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Twenty Second Annual General



## INDO-CITY INFOTECH LIMITED

Meeting (AGM) of the Company held on September 29, 2014 till the conclusion of the twenty fifth Annual General Meeting (AGM) to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting.

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

### **X. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

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

### **XI. AUDITORS REPORT:**

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to Accounts which are self explanatory and, therefore, do not call for any further comments.

### **XII. PUBLIC DEPOSITS:**

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

### **XIII. SUBSIDIARIES & ASSOCIATE COMPANIES:**

The Company have associate company and does not have any subsidiary companies.

### **XIV. RESERVE BANK OF INDIA GUIDELINES FOR NBFCs:**

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

### **XV. PARTICULARS OF EMPLOYEES:**

As per provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company, as the Company has not employed any employee whose salary exceeds Rs. 60,00,000/- per annum or Rs. 5,00,000/- per month during the financial year ending 31st March, 2016.

### **XVI. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO:**

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

### **XVII. DIRECTORS RESPONSIBILITY STATEMENT:**

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

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

### **XVIII. MEETINGS OF BOARD OF DIRECTORS:**

During the year, 11 (eleven) meetings of the Board of Directors of the Company and 4 (four) meetings of the Audit Committee of the Board were convened and held. The details of date of meetings and the attendance of each director at the Board Meetings and Committees are provided in the Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### **XIX. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:**

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

## INDO-CITY INFOTECH LIMITED

### **XX. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. VMR & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit for the year ended 31st March, 2016 is annexed herewith "ANNEXURE II" and forming part of the report.

### **XXI. EXTRACT OF ANNUAL RETURN:**

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

### **XXII. DECLARATION OF INDEPENDENT DIRECTORS:**

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

### **XXIII. DEPOSITORY SERVICES:**

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

### **XXIV. ELECTRONIC VOTING:**

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

### **XXV. BOARD EVALUATION:**

Pursuant to Section 134(3)(p) of the Companies Act, 2013 read with Schedule IV thereto and in terms of Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has set up a policy for the performance evaluation of all Directors, The Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out during the financial year 2015-16.

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

### **XXVI. AUDIT COMMITTEE:**

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

### **XXVII. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

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

### **XXVIII. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:**

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

## INDO-CITY INFOTECH LIMITED

Sr. No	Name	Designation	Remuneration paid for the Financial Year 2015-16 (Amount in Rs.)
1.	Mr. Aneel Banwari Jain	Managing Director	9,30,000/-
2.	Mrs. Shashi Jain	Non-Executive Director	—
3.	Mr. Ramesh Chandra Puslo	Chief Financial Officer	3,59,102/-
4.	Ms. Deepika Pandey	Company Secretary	16,607/-

1. A brief write up on the Human Resource Department and initiatives taken during the year 2015-16

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

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

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

Name	Designation	Increase
Mr. Aneel Banwari Jain	Managing Director	—
Mr. Ramesh Chandra Puslo	Chief Financial Officer	—
Ms. Deepika Pandey	Company Secretary	—

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

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

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

### XXIX. INTERNAL FINANCIAL CONTROLS:

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

### XXX. RELATED PARTY TRANSACTIONS:

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

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

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

### XXXII. RISK MANAGEMENT POLICY:

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

## INDO-CITY INFOTECH LIMITED

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

### **XXXIII. CORPORATE SOCIAL RESPONSIBILITY:**

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

### **XXXIV. ACKNOWLEDGMENTS:**

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

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

Place : Mumbai  
Dated : 12<sup>th</sup> August, 2016

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### **1. Industry Structure and Developments:**

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

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

### **2. Opportunities, threats risk and concerns:**

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

Consequently, in spite of the overall challenges in FY 2015-2016, NBFC managed to stage a good show in the face of stricter governance by RBI. This was essentially made possible because of their presence in niche segments.

### **3. Segment-wise or product-wise performance:**

The Company is engaged in the business of Financing /Hardware / Software and Web Services.

### **4. Business Outlook:**

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

### **5. Internal Control System and their adequacy:**

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

### **6. Discussion on Financial Performance:**

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

### **7. Human resources:**

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

### **8. Cautionary Statement:**

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

**For and on behalf of the Board**

**Aneel Jain**

**Chairman & Managing Director**

DIN:00030742

Place : Mumbai

Date : 12<sup>th</sup> August, 2016

# INDO-CITY INFOTECH LIMITED

## REPORT ON CORPORATE GOVERNANCE

### 1) Company's Philosophy on Corporate Governance:

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

### 2) Board of Directors:

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

#### a) Composition:-

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

#### Composition and Category of Directors:

Name	Category	Relationship with each other	No. of Board Meeting Attended	Attendance at last AGM	No. of Directorship (*) and Committee Membership/ Chairmanship in other Public Companies (**)		
					Directorship	Member	Chairman
Mr. Aneel Banwari Jain	Chairman & Managing Director	Husband of Mrs. Shashi Jain	11	Yes	1	-	-
Mrs. Shashi Jain	Non Executive Director	Wife of Mr. Aneel Jain	11	Yes	1	-	-
Mr. Brij Kishor Gupta	Non Executive Independent Director	***	11	Yes	2	1	-
Mr. Ashwani Maheshwari	Non Executive Independent Director	***	11	Yes	-	-	-

\* Exclude Directorship in Private Limited Companies.

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

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

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

#### b) Board Meetings and Annual General Meeting:-

11 (Eleven) Board Meetings were held during the year under review as against the minimum requirements of 4 meeting. The meetings were held on 29/05/2015, 30/07/2015, 28/08/2015, 05/10/2015, 19/10/2015, 30/10/2015, 10/11/2015, 29/01/2015, 01/03/2016, 07/03/2016, and 18/03/2016.

The Annual General Meeting of the Company for the financial year 2014-15 was held on 30<sup>th</sup> September, 2015. The details of attendance of Directors in Board Meeting and last Annual General Meeting have been mentioned in above table.

#### c) Details of shares and/ or convertible instruments held by Non Executive Directors as on 31<sup>st</sup> March, 2016:-

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

The Company does not have any convertible instruments.

#### d) Code of Conduct:-

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

## INDO-CITY INFOTECH LIMITED

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

Mrs. Shashi Aneel Jain (DIN: 00103505) is a Post Graduate. She has experience and expertise in commercial activities. She was designated as a Non-Executive Director of the Company, liable to retire by rotation with effect from September 22, 2003.

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

**3) Audit Committee:**

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

During the financial year 2015-16, 4 (Four) meetings of the audit committee were held. The composition of committee and attendance are as under:-

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

The Audit Committee meetings were held on 29/05/2015, 30/07/2015, 30/10/2015 and 29/01/2016.

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

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

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

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

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

## INDO-CITY INFOTECH LIMITED

notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of Inter-Corporate Loans and investments.
- Valuation of undertaking or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of external and internal auditors, and the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audit commences nature and scope of audit as well as had post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- Carrying out any other function as referred to the Committee.
- Reviewing the following information
  - i) Management discussion and analysis of financial condition and results of operations, ii) statement of significant related party transactions, submitted by management, iii) management letters/letters of internal control weaknesses issued by the statutory auditors, iv) internal audit reports relating to internal control weaknesses, and v) the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

#### 4) **Nomination and Remuneration Committee:**

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

Composition of Remuneration Committee and Attendance:

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

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

The role of the committee is as follows:-

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board for a policy, relating to the remuneration of the directors, key managerial personnel and other employees,
- ii) Formulation of criteria for evaluation of Independent Directors and the Board,
- iii) Devising a policy on board diversity,
- iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

#### **Chairman & Managing Directors' Remuneration**

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

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



## INDO-CITY INFOTECH LIMITED

### 5) Stakeholders Relationship Committee:

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

Pursuant to Section 178(5) of the Companies Act, 2013, the Company renamed the erstwhile Shareholders/ Investors Grievance Committee as the Stakeholders Relationship Committee.

- The Committee comprises of Mr. Birj Kishor Gupta, Mrs. Shashi Jain and Mr. Ashwani Maheshwari.
- The Committee is headed by Mr. Brij Kishor Gupta. The committee oversees the performance of the Registrars and Transfer Agent and recommends measures to improve the level of investor services.
- The Company has authorized Mrs. Shashi Jain and Mr. Brij Kishor Gupta, jointly & severally, to approve the share transfers.
- Mr. Ramesh Chandra Pusola was Compliance officer for the Financial Year 2015-16.

The function of the committee includes:

To specifically look into redressing investors' grievances pertaining to:

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

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

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

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

Date	Venue	Time	No. of Special Resolutions
30 <sup>th</sup> September, 2013	Registered Office	10.00 A.M.	_____
29 <sup>th</sup> September, 2014	Registered Office	10.00 A.M.	_____
30 <sup>th</sup> September, 2015	Registered Office	10.00 A.M.	_____

### 7) Disclosures:

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

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

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

The financial statements have been prepared following the Accounting Standards. CFO Certification forms part of this Annual Reports Non Mandatory Requirements:-

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

### 8) Means of Communication:

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

## INDO-CITY INFOTECH LIMITED

- No presentation was made to the Institutional Investors or to the Analysts during the Financial Year 2015-2016.
- Management Discussion and Analysis Report forms a part of this Annual Report.

### 9) **General Shareholders Information:**

#### 9.1 **Annual General Meeting**

- Date & Time : 30<sup>th</sup> Sept., 2016 at 10.00 A.M.  
 Venue : Registered Office
- 9.2 Financial Calendar : 1<sup>st</sup> April to 31<sup>st</sup> March 2016  
 9.3 Date of Book Closure : 21.09.2015 to 30.09.2015 (both days inclusive)  
 9.4 Dividend Payment Date : No dividend has been recommended by the Board  
 for the financial year 2015-2016.  
 9.5 Listing of Equity Shares : BSE Ltd.  
 9.6 BSE Code : **532100**  
 9.7 Market Price Data : High, Low during each month in last Financial Year

Month	High (Rs.)	Low (Rs.)
April, 2015	4.09	2.45
May, 2015	4.44	2.86
June, 2015	2.75	2.16
July, 2015	2.26	1.64
August, 2015	3.07	1.64
September, 2015	3.81	3.13
October, 2015	4.35	3.70
November, 2015	3.71	2.73
December, 2015	3.92	3.13
January, 2016	3.55	2.62
February, 2016	3.06	2.2
March, 2016	2.86	2.09

- 9.8 Performance in comparison to Broad based Indices such as BSE Sensex, CRISIL Index etc. : Not linked to any Sensex / Index.
- 9.9 Registrar and Transfer Agents : MCS Share Transfer Agent Limited  
 Registered Office:  
 12/1/5, Manoharpukur Road, Kolkata-700026  
 Communication Address:  
 002, Ground Floor, Kashiram Jamnadas Building 5,  
 P'Demello Road, Masjid (East), Mumbai-400009
- 9.10 Share Transfer System:  
 Share Transfer request received in physical form are registered within 15 days from the date of receipt of Demat request are normally confirmed within an average of 15 days from the date of receipt.
- 9.11 Secretarial Audit for Reconciliation of Share Capital:  
 A qualified practicing Company Secretary carried out the Secretarial Audit on quarterly basis to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued/paid up equity capital of the company. The share reconciliation audit report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the dematerialized form. Form MR – 3 Secretarial Audit report forms part of this report.
- 9.12 Shareholding Pattern as on 31<sup>st</sup> March, 2016:

Category	No. of Shares held	% of Shareholding
Promoters	5555000	53.41%
Private- Bodies Corp.	429167	4.13%
Public- Individuals	4362188	41.95%
NRI's/OCB's	3386	0.03%
NBFC registered with RBI	50259	0.48%
<b>Total</b>	<b>10,400,000</b>	<b>100.00%</b>

## INDO-CITY INFOTECH LIMITED

### 9.13 Dematerialization of Shares & Liquidity:

The Company's equity shares are included in the list of Companies whose scripts have been mandated by the SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") to offer depository services to its shareholders. 1,26,335 Equity Shares of the total number of equity shares of the Company are held in physical form by the member as on 31st March, 2016.

### 9.14 Outstanding GDR/ADR/Warrants or

any convertible instrument, Conversion date  
and likely impact on equity.

: N.A.

### 9.15 Address for Investor Correspondence

i) For transfer / dematerialization of shares

:

MCS Share Transfer Agent Limited

Registered Office:

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

Communication Address:

002, Ground Floor,

Kashiram Jamnadas Building 5,

P'Demello Road, Masjid (East), Mumbai-400009

ii) For any query on Annual Report

:

Registered Office of the Company.

### Investors Relations Cell:

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

There are no valid requests pending for share transfers as on the date of Directors' Report.

### DECLARATION OF CODE OF CONDUCT

To

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

I, Aneel Jain, Managing Director of Indo-City Infotech Limited, to the best of my knowledge and belief, declare that all the members of the Board and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31<sup>st</sup> March, 2016.

Place : Mumbai

Date : 12<sup>th</sup> August, 2016

**Aneel Jain**  
**Managing Director**  
**DIN: 00030742**

## INDO-CITY INFOTECH LIMITED

### CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To

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

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

- a. I have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2016 and to the best of my knowledge and belief;
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. to the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2016, are fraudulent, illegal or violative of the Company's code of conduct.
- c. I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no significant changes in accounting policies during the year; and
  - iii. that there are no instances of significant fraud of which we have become aware.

**RAMESH CHANDRA PUSOLA**

Place: Mumbai

Date: 12<sup>th</sup> August, 2016

Chief Financial Officer

### COMPANY SECRETARIES CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

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

We have examined the compliance of conditions of Corporate Governance by **Indo-City Infotech Limited**, for the year ended 31<sup>st</sup> March, 2016 as stipulated in Regulations 17 to 27 (excluding regulation 23 (4) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

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

- (i) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention listing Regulations.
- (ii) We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **VMR & ASSOCITATES**  
Company Secretaries

Place : Mumbai

Date : 12<sup>th</sup> August, 2016

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

**Annexure I**

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

**A. Conservation of Energy:-**

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

**B. Technology absorption:-**

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

**C. Foreign exchange earnings and Outgo:-**

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

**ANNEXURE II**

**FORM MR – 3**

**SECRETARIAL AUDIT REPORT**

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

**For the period 2015- 2016**

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period **1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016** (“the reporting Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Indo-City Infotech Limited** for the period **1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016** in according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

## INDO-CITY INFOTECH LIMITED

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable as there was no Substantial Acquisition of Shares & Takeover made during the year)**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as the Company did not issue any security)**
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable to the company during the Audit period)**
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the company during the Audit period)**
  - g. The Company has complied with the requirements under the Equity Listing Regulation entered into with BSE Limited.
  - h. The Memorandum and Articles of Association

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

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

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

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a. Maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e. Notice of Board meetings and Committee meetings of Directors;
- f. The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. The 23<sup>rd</sup> Annual General Meeting held on 30th September 2015;
- h. Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i. Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k. Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- l. Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- m. Appointment and remuneration of Auditors;
- n. Declaration and payment of dividends;
- o. Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- p. Borrowings and registration, modification and satisfaction of charges wherever applicable;
- q. Investment of the Company's funds including investments and loans to others;
- r. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;

## INDO-CITY INFOTECH LIMITED

- s. Directors' report;
- t. Contracts, common seal, registered office and publication of name of the Company; and
- u. Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

We further report that:

- a. the Company has complied with the requirements under the Equity Listing Regulation entered into with BSE Limited;
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- d. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- e. We further report that company appointed new share transfer agent "MCS Share Transfer Agent Ltd" in place of "Sharepro Services (India) Pvt. Ltd." as per SEBI order 22<sup>nd</sup> March, 2016.

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

For **VMR & ASSOCIATES**  
Company Secretaries

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

Place : Mumbai  
Date : 12<sup>th</sup> August, 2016

# INDO-CITY INFOTECH LIMITED

## ANNEXURE III

### Form MGT – 9

Extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2016.

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

#### I. REGISTRATION AND OTHER DETAILS:

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

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

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

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

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

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

##### a. Category-wise Share Holding:

Category code	Category of Shareholder	No. of Shares held at the beginning of the year (As on 01-04-2015)				No. of Shares held at the end of the year (As on 31-03-2016)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(A)</b>	<b>Promoter and Promoter Group</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family	4683297	0	4683297	45.03	4698000	0	4698000	45.17	0.14
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	843100	0	843100	8.11	857000	0	857000	8.24	0.13
(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
(e-i)	Directors & their Relatives	0	0	0	0	0	0	0	0	0
	<b>Sub Total(A)(1)</b>	<b>5526397</b>	<b>0</b>	<b>5526397</b>	<b>53.14</b>	<b>5555000</b>	<b>0</b>	<b>5555000</b>	<b>53.41</b>	<b>0.27</b>
<b>2</b>	<b>Foreign</b>									
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0	0	0	0	0	0	0	0



# INDO-CITY INFOTECH LIMITED

(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5526397</b>	<b>0</b>	<b>5526397</b>	<b>53.14</b>	<b>5555000</b>	<b>0</b>	<b>5555000</b>	<b>53.41</b>	<b>0.27</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions									
	/Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	485164	0	485164	4.67	429167	0	429167	4.12	-0.55
(b)	Individuals									
i	Individual shareholders holding nominal share capital up to Rs 2 lakh	2298912	26435	2325347	22.36	2281768	26335	2308103	22.19	-0.17
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1959906	100000	2059906	19.81	1954085	100000	2054085	19.75	0.06
(c)	Any Other (specify)									
(c-i)	NRI/OCB Repatriable	3186	0	3186	0.03	3386	0	3386	0.03	0
(c-ii)	NBFC registered with RBI	0	0	0	0	50259	0	50259	0.48	0.48
	<b>Sub-Total (B)(2)</b>	<b>4747168</b>	<b>126435</b>	<b>4873603</b>	<b>46.86</b>	<b>4718665</b>	<b>126335</b>	<b>4845000</b>	<b>46.59</b>	<b>-0.27</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>									
	<b>TOTAL (A)+(B)</b>	<b>10273565</b>	<b>126435</b>	<b>1040000</b>	<b>100</b>	<b>10273665</b>	<b>126335</b>	<b>10400000</b>	<b>100</b>	<b>0</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

# INDO-CITY INFOTECH LIMITED

## b. Shareholding of Promoters :

Sr No	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2015)			Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)			% of change in shareholding during the year
		No. Of shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	No. Of shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	
1	Mr. Aneel Jain	19,27,297	18.53	Nil	19,42,000	18.67	Nil	0.14
2	Mrs. Shashi Jain	17,16,000	16.50	Nil	17,16,000	16.50	Nil	Nil
3	Aneel Banwarilal Jain HUF	10,40,000	10.00	Nil	10,40,000	10.00	Nil	Nil
4	Times Growth Sec. Ltd.	8,43,100	8.11	Nil	8,57,000	8.24	Nil	0.13

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

Name of Shares Holder	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative shareholding during the Year (01-04-2015 to 31-03-2016)	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Aneel Jain	19,27,297	18.53	19,42,000	18.67
Mrs. Shashi Jain	17,16,000	16.50	17,16,000	16.50
Aneel Jain Banwarilal Jain HUF	10,40,000	10.00	10,40,000	10.00
Times Growth Sec. Ltd.	8,43,100	8.11	8,57,000	8.24
Total	55,26,397	53.14	55,55,000	53.41
Date wise increase/decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc)			Note-1	
At the end of the year			55,55,000	53.41

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

Sr No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of Shares at the beginning (01-04-15)/ end of the year (31-03-16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Aneel Jain	19,27,297	18.53	01/04/2015				
				15/04/2015	1150	Purchase of shares	1928447	18.54
				16/04/2015	27	Purchase of shares	1928474	18.54
				27/04/2015	1746	Purchase of shares	1930220	18.56
				28/04/2015	1000	Purchase of shares	1931220	18.57
				21/08/2015	3411	Purchase of shares	1934631	18.60
				24/08/2015	369	Purchase of shares	1935000	18.61
				26/11/2015	2535	Purchase of shares	1937535	18.63
				27/11/2015	250	Purchase of shares	1937785	18.63
				23/03/2016	2215	Purchase of shares	1940000	18.65
		28/03/2016	2000	Purchase of shares	1942000	18.67		
		19,42,000	18.67	31/03/2016		1942000	18.67	
2	Times Growth Securities Ltd.	8,43,100	8.11	01/04/2015				
				18/12/2015	4200	Purchase of shares	847300	8.15
				24/12/2015	4800	Purchase of shares	852100	8.19
				28/12/2015	4900	Purchase of shares	857000	8.24
		8,57,000	8.24	31/03/2016		857000	8.24	

## INDO-CITY INFOTECH LIMITED

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

Sr. No.	Name of Shares Holder	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative shareholding during the Year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sathya S	3,07,690	2.95	3,41,611	3.28
2	Sangeetha S	2,89,330	2.78	2,98,616	2.87
3	Upsurge Invt & Fin. Ltd.	1,97,491	1.90	1,52,491	1.47
4	Jawahar V. Sihvmath	1,02,656	0.99	1,02,656	0.99
5	Girish Arora	1,00,000	0.96	1,00,000	0.96
6	Shweta Vinod Motwani	1,00,000	0.96	1,00,000	0.96
7	Gurbuk Gyanchand Motwani	1,00,000	0.96	1,00,000	0.96
8	Sujata Girish Arora	1,00,000	0.96	99,900	0.96
9	Ajeet Singh Khurana	94,012	0.90	94,012	0.90
10	Anupama Suresh Motwani	82,579	0.79	82,579	0.79

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

### e. Shareholding Pattern of Directors and Key Managerial Personnel :

Sr No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of Shares at the beginning (01-04-15)/ end of the year (31-03-16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS:</b>							
1	Mr. Aneel Jain Chairman & Managing Director	19,27,297	18.53	01/04/2015				
				15/04/2015	1150	Purchase of shares	1928447	18.52
				16/04/2015	27	Purchase of shares	1928474	18.54
				27/04/2015	1746	Purchase of shares	1930220	18.56
				28/04/2015	1000	Purchase of shares	1931220	18.57
				21/08/2015	3411	Purchase of shares	1934631	18.60
				24/08/2015	369	Purchase of shares	1935000	18.61
				26/11/2015	2535	Purchase of shares	1937535	18.63
				27/11/2015	250	Purchase of shares	1937785	18.63
				23/03/2016	2215	Purchase of shares	1940000	18.65
				28/03/2016	2000	Purchase of shares	1942000	18.67
		19,42,000	18.67	31/03/2016			1942000	18.67
2	Mrs. Shashi Jain Non-Executive Director	17,16,000	16.50	01/04/2015	0	No movement		
		17,16,000	16.50	31/03/2016		during the year	17,16,000	16.50
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL:</b>							
1	Mr. Ramesh Chandra Pusola Chief Financial Officer	10	0.00	01/04/2015	0	No movement		
		10	0.00	31/03/2016		during the year	10	0.00

## INDO-CITY INFOTECH LIMITED

For each of the Directors and KMP	Shareholding beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Aneel Jain	18,72,000	18.00	19,42,000	18.67
Mrs. Shashi Jain	17,16,000	16.50	17,16,000	16.50

### V. INDEBTEDNESS

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

	Secured Loan excluding Deposits	Unsecured Loan	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
<b>Total (i+ii+iii)</b>	—	—	—	—
<b>Change in Indebtedness during the financial year</b>				
Addition	35,76,579/-	—	—	35,76,579/-
Reduction	—	—	—	—
<b>Net Change</b>	35,76,579/-	—	—	35,76,579/-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	35,76,579/-	—	—	35,76,579/-
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	88032	—	—	88032
<b>Total (i+ii+iii)</b>	36,64,611/-	—	—	36,64,611/-

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

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

## INDO-CITY INFOTECH LIMITED

### B. Remuneration to other Directors:

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

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

Sr no	Particulars of Remuneration	Key Managerial Personnel Total		
		CFO	CS	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,59,102/-	16,607/-	3,75,709/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit – Others specify...			
5	Others, please specify	Nil	Nil	Nil
	Total	3,59,102/-	16,607/-	3,75,709/-

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

**ANNEXURE IV**

**Form No. AOC-2**

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

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

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

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

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

**A - Unsecured loan taken from Directors: Not Applicable**

**B- Remuneration to Directors:**

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

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

ii. Nature of contracts/arrangements/transactions

Remuneration paid

iii. Duration of the contracts / arrangements/transactions

N.A.

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

Company has paid remuneration:

Mr. Aneel Jain	:	Rs. 9, 30,000/-
Mr. Ramesh Chanra Pusola	:	Rs. 3, 59,102/-
Ms. Deepika Pandey	:	Rs. 16,607/-

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

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

**C- Salary to relative of Director: Not Applicable**

**D- Investment in Group Company:**

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

M/s ABJ Developers Pvt. Ltd. – Group Company .

ii. Nature of contracts/arrangements/transactions:

Investment in Group Company.

iii. Duration of the contracts / arrangements/transactions:

N.A.

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

Company has paid for purchase of Shares of IndoCoins Capital Markets Pvt. Ltd.

M/s ABJ Developers Pvt. Ltd.	:	Rs. 30,00,000/-.
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v. Date(s) of approval by the Board, if any : **05/10/2015.**

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

## INDEPENDENT AUDITORS' REPORT

To the Members of Indo-City Infotech Limited,

### Report on the Financial Statements

1. We have audited the accompany financial statements of Indo-City Infotech Limited (the 'Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes valuating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our for our audit opinion on the financial statements.

### Opinion

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

### Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure – B** a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

## INDO-CITY INFOTECH LIMITED

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - (i) The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2016.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

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

Arun Poddar  
Partner  
Membership Number: 134572.

Place: Mumbai  
Date: May 30, 2016



## Annexure A to Independent Auditors' Report:

Referred to in paragraph 10(g) of the independent Auditors' Report of even date to the members of Indo-City Infotech Limited on the financial statements as of and for the year ended 31, 2016.

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

1. We have audited the internal financial controls over financial reporting of Indo-City Infotech Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

### Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose 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 details, accurately and fairly reflected 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

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

### Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Arun Poddar  
Partner  
Membership Number: 134572.

Place: Mumbai  
Date: May 30, 2016

## Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of the Indo-City Infotech Limited on the financial statements as of and for the year ended March 31, 2016.

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

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

Arun Poddar  
Partner  
Membership Number: 134572.

Place: Mumbai  
Date: May 30, 2016

# INDO-CITY INFOTECH LIMITED

## BALANCESHEET AS AT MARCH 31, 2016

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
Share Capital	2	104,000,000	104,000,000
Reserves and Surplus	3	29,722,759	29,548,201
		<b>133,722,759</b>	133,548,201
<b>3. Current Liabilities</b>			
Short Term Borrowings	4	3,664,611	-
Other Current Liabilities	5	122,378	91,120
Short - Term Provisions	6	112,504	94,499
		<b>3,899,493</b>	185,619
<b>TOTAL</b>		<b>137,622,252</b>	<b>133,733,820</b>
<b>II ASSETS</b>			
<b>1. Non - Current Assets</b>			
Fixed Assets			
Tangible Assets	7	6,420,891	6,561,861
Intangible Assets	7	480,500	961,000
Non - Current Investments	8	43,562,752	40,562,752
Deferred Tax Assets (Net)	9	363,291	245,131
Long - Term Loans and Advances	10	54,955,000	56,355,000
		<b>105,782,434</b>	104,685,744
<b>2. Current Assets</b>			
Closing Stock	11	3,866,696	900,000
Trade Receivables	12	-	1,040
Cash and Cash Equivalents	13	22,210,165	21,367,849
Short-Term Loans and Advances	14	311,675	165,135
Other Current Assets	15	5,451,282	6,614,052
		<b>31,839,818</b>	29,048,076
<b>TOTAL</b>		<b>137,622,252</b>	<b>133,733,820</b>

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

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

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

For and on behalf of the Board of Directors

Arun Poddar  
Partner  
Membership No. : 134572

Place : Mumbai  
Date : May 30, 2016

Aneel Jain  
Managing Director  
DIN No. 00030742

Place : Mumbai  
Date : May 30, 2016

Shashi Jain  
Director  
DIN No. 00103505

Place : Mumbai  
Date : May 30, 2016

Ramesh Chandra Pusola  
Chief Financial Officer

Place : Mumbai  
Date : May 30, 2016

# INDO-CITY INFOTECH LIMITED

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

(Amount in Rs.)

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>I REVENUE</b>			
Revenue from Operations	16	3,972,596	3,999,542
Other Income	17	2,197,095	2,232,086
<b>Total Revenue</b>		<b>6,169,691</b>	6,231,628
<b>II EXPENSES</b>			
Purchase of Shares/Materials	18	2,880,359	1,699,411
Increase/Decrease in Stock	19	(2,966,696)	(900,000)
Employee Benefits Expense	20	2,344,748	2,295,067
Finance Costs	21	88,032	83,533
Depreciation and Amortization Expense	7	855,470	1,510,265
Other Expense	22	2,605,098	1,539,935
<b>Total Expenses</b>		<b>5,807,011</b>	6,228,211
<b>III Profit Before Tax (I - II)</b>		<b>362,680</b>	3,417
<b>IV Tax Expense:</b>			
Current Tax expense for Current Year		231,000	232,518
Prior Year Tax Adjustments		75,282	-
Deferred Tax		(118,160)	(293,036)
		<b>188,122</b>	(60,518)
<b>V Profit for the Year</b>		<b>174,558</b>	63,935
<b>VI Earnings Per Equity Share (Face Value Rs. 10 Per Share):</b>	23		
Basic and Diluted (Rs.)		<b>0.02</b>	0.01

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

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

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

For and on behalf of the Board of Directors

Arun Poddar  
Partner  
Membership No. : 134572

Place : Mumbai  
Date : May 30, 2016

Aneel Jain  
Managing Director  
DIN No. 00030742

Place : Mumbai  
Date : May 30, 2016

Shashi Jain  
Director  
DIN No. 00103505

Place : Mumbai  
Date : May 30, 2016

Ramesh Chandra Pusola  
Chief Financial Officer

Place : Mumbai  
Date : May 30, 2016

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2016

### NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

#### A) Basis of accounting and preparation of financial statements

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

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

#### B) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimated are recognised in the period in which the results are known / materialised.

#### C) Fixed assets

##### Tangible Fixed Assets:

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

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

##### Intangible Fixed Assets:

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

#### D) Depreciation and amortisation

##### Tangible Fixed Assets:

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

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions. Assets individually costing Rs. 5,000 or less are fully depreciated in the year of purchase.

##### Intangible Fixed Assets:

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

#### E) Revenue recognition

##### Income from services :

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

##### Sales of Shares

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

##### Sales of Goods

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

##### Interest Income on Long-Term Loans

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

#### F) Other income

Revenue from interest income on fixed deposits with banks is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

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

Gain/ Loss on Investments in shares and securities are accounted for when the Investment is sold on the day of settlement of transaction.

## INDO-CITY INFOTECH LIMITED

### **G) Cash flow statement**

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

### **H) Cash and Cash Equivalents**

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

### **I) Investments**

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

### **J) Inventories**

Inventories are valued at cost (on FIFO) or net realisable value. Cost includes all charges in bringing the inventories to the point of sale, including other levies.

### **K) Earnings per share**

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

### **L) Accounting for Taxation of Income**

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

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

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

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

### **M) Provision and Contingent Liabilities**

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

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

### **N) Impairment**

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

# INDO-CITY INFOTECH LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2016

### NOTE 2 : SHARE CAPITAL

(Amount in Rs.)

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<b>Authorised Capital</b>		
1,07,50,000 (March 31, 2015: 1,07,50,000) Equity Shares of Rs. 10 each	<b>107,500,000</b>	107,500,000
<b>Issued, Subscribed and Paid up</b>		
1,04,00,000 (March 31, 2015: 1,04,00,000) Equity Shares of Rs.10 each fully paid up	<b>104,000,000</b>	104,000,000
<b>Total</b>	<b>104,000,000</b>	104,000,000

**(a) Terms / rights attached to equity shares:**

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

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Rs.	Number of shares	Rs.
<b>No. of shares at the beginning of the year</b>	<b>10,400,000</b>	<b>104,000,000</b>	10,400,000	104,000,000
Add: shares issued during the year	-	-	-	-
<b>No. of shares at the end of the year</b>	<b>10,400,000</b>	<b>104,000,000</b>	10,400,000	104,000,000

**(c) Details of Shareholding**

Name of the Shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Percentage of shareholding	Number of shares	Percentage of shareholding
Aneel Banwari Jain	<b>1,942,000</b>	<b>18.67</b>	1,927,297	18.53
Shashi Aneel Jain	<b>1,716,000</b>	<b>16.50</b>	1,716,000	16.50
Aneel Jain HUF	<b>1,040,000</b>	<b>10.00</b>	1,040,000	10.00
Times Growth Securities Limited	<b>857,000</b>	<b>8.24</b>	843,100	8.11

### NOTE 3 : RESERVES AND SURPLUS

(Amount in Rs.)

Particulars	As at	As at
	March 31, 2016	March 31, 2015
<b>Securities Premium Reserve</b>		
Opening Balance	<b>20,554,000</b>	20,554,000
Add: Additions during the year	-	-
Closing Balance	<b>20,554,000</b>	20,554,000
<b>Surplus in the Statement of Profit and Loss</b>		
Opening Balance	<b>8,994,201</b>	8,930,266
Add: Profit for the year	<b>174,558</b>	63,935
Closing Balance	<b>9,168,759</b>	8,994,201
<b>Grand Total</b>	<b>29,722,759</b>	29,548,201

# INDO-CITY INFOTECH LIMITED

## NOTE 4 : SHORT TERM BORROWINGS

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Deferred Tax Liabilities</b>		
<b>Secured Loans (Refer Note Below)</b>		
Bank Overdraft from The Bharat Co-operative Bank (Mumbai) Limited	3,664,611	-
<b>Net</b>	<b>3,664,611</b>	<b>-</b>

**Note:**

Working capital loans from The Bharat Co-operative Bank (Mumbai) Limited is secured against fixed deposits of Rs. 65,00,000 and carries an interest rate @ 0.50% p.a. over and above the fixed deposit rate (quarterly cumulative). The said loan is repayable on or before October 16, 2016.

## NOTE 5 : OTHER CURRENT LIABILITIES

**Statutory Liabilities:**

Professional Tax Payable	975	800
Employee Related Liabilities	121,403	90,320
<b>Total</b>	<b>122,378</b>	<b>91,120</b>

## NOTE 6 : SHORT-TERM PROVISIONS

Provision for Expenses	112,504	94,499
<b>Total</b>	<b>112,504</b>	<b>94,499</b>

## NOTE 7 : FIXED ASSETS

(Amount in Rs.)

Description	Gross Block				Depreciation/ Amortisation				Net Block		
	As at April 1, 2015	Additions	Deductions/ Adjustments	As at March 31, 2016	As at April 1, 2015	Charged For the year	Deductions/ Adjustments*	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	
<b>Tangible Assets:</b>											
Land and Building	5,717,339	-	-	5,717,339	-	-	-	-	5,717,339	5,717,339	
Air conditioner	275,940	-	-	275,940	275,940	-	-	275,940	-	-	
Computers	314,033	-	-	314,033	259,084	20,675	-	279,759	34,274	54,949	
Furnitures and Fixtures	3,950,240	-	-	3,950,240	3,186,906	317,607	-	3,504,513	445,727	763,334	
Office Equipments	145,052	234,000	-	379,052	118,813	36,688	-	155,501	223,551	26,239	
<b>Total</b>	<b>10,402,604</b>	<b>234,000</b>	<b>-</b>	<b>10,636,604</b>	<b>3,840,743</b>	<b>374,970</b>	<b>-</b>	<b>4,215,713</b>	<b>6,420,891</b>	<b>6,561,861</b>	
<b>Intangible Assets:</b>											
Webportal (Refer Note below)	1,922,000	-	-	1,922,000	961,000	480,500	-	1,441,500	480,500	961,000	
<b>Total</b>	<b>1,922,000</b>	<b>-</b>	<b>-</b>	<b>1,922,000</b>	<b>961,000</b>	<b>480,500</b>	<b>-</b>	<b>1,441,500</b>	<b>480,500</b>	<b>961,000</b>	
<b>Grand Total</b>	<b>12,324,604</b>	<b>234,000</b>	<b>-</b>	<b>12,558,604</b>	<b>4,801,743</b>	<b>855,470</b>	<b>-</b>	<b>5,657,213</b>	<b>6,901,391</b>	<b>7,522,861</b>	
Previous Year	10,654,467	1,670,137	-	12,324,604	3,291,478	1,291,138	219,127	4,801,743	7,522,861	7,362,989	

\* Deductions/ Adjustments is pertains to the carrying amount of the existing assets as on April 1, 2014 where the remaining useful life of an asset is Rs. Nil, the residual value has been transferred to the statement of profit and loss as per the provisions of Note 7 of Para C of Schedule II of the Companies Act, 2013.

**Note:**

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



# INDO-CITY INFOTECH LIMITED

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>NOTE 8 : NON-CURRENT INVESTMENTS</b>		
<b>Trade Investments (Valued at cost unless stated otherwise)</b>		
<b>a) Quoted Investments in Equity instruments:</b>		
2,00,000 (March 31, 2015: 2,00,000) Shares of Rs. 10 each in Avon Corporations Limited fully paid up	555,210	555,210
	<b>555,210</b>	555,210
<b>b) Unquoted Investments in Equity instruments:</b>		
<b>In Associate Companies:</b>		
79,000 (March 31, 2015: 79,000) Shares of Rs. 10 each in ABJ Developers Private Limited fully paid up	7,900,000	7,900,000
70,285 (March 31, 2015: 70,285) Shares of Rs. 10 each of Times Growth Securities Limited	7,028,500	7,028,500
2,01,000 (March 31, 2015: 1,71,000) Shares of Rs. 10 each in Indocoins Capital Markets Private Limited	20,100,000	17,100,000
<b>In Others:</b>		
25 (March 31, 2015: 25) Shares of Rs. 10 each in The Bharat Co-Operative Bank Limited fully paid up	252	252
	<b>35,028,752</b>	32,028,752
<b>c) Unquoted Investments in Preference Shares:</b>		
7,00,000 (March 31, 2015 : 7,00,000) 0.1% Redeemable Cumulative and Non convertible Preference Share series - 'A' of Rs. 10 each in Honest Derivatives Private Limited	7,000,000	7,000,000
1,50,000 (March 31, 2015 : 1,50,000) Redeemable Cumulative, Non Convertible Series A Preference Share of Rs. 10 each in Shri Tradco Decsan Private Limited)	1,500,000	1,500,000
	<b>8,500,000</b>	8,500,000
Less: Provision for diminution in the value of Investments	521,210	521,210
<b>Total</b>	<b>43,562,752</b>	40,562,752

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Aggregate Book value of:</b>		
Quoted fully paid up Investments in Equity Instruments	34,000	34,000
Unquoted fully paid up Investments	43,528,752	40,528,752
<b>Aggregate Market value of:</b>		
Quoted fully paid up Investments in Equity Instruments	34,000	34,000

## NOTE 9 : DEFERRED TAX ASSETS (NET)

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

### Deferred Tax Assets

On difference between book balance and tax balance of fixed assets	363,291	245,131
<b>Net</b>	<b>363,291</b>	245,131

# INDO-CITY INFOTECH LIMITED

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>NOTE 10 : LONG-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, considered good</b>		
Security Deposits	30,000	30,000
Loans to Other Parties	54,925,000	56,325,000
<b>Total</b>	<b>54,955,000</b>	<b>56,355,000</b>
<b>NOTE 11 : INVENTORIES</b>		
Traded Goods (Fabrics)	2,871,696	-
Equity Shares	995,000	900,000
<b>Total</b>	<b>3,866,696</b>	<b>900,000</b>
<b>NOTE 12 : TRADE RECEIVABLES</b>		
<b>Unsecured, considered good</b>		
Debts Outstanding for a period exceeding six months from the date they are due for payment	-	1,040
Other Debts	-	-
<b>Total</b>	<b>-</b>	<b>1,040</b>
<b>NOTE 13 : CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalent</b>		
Cash on Hand	190,817	52,749
Bank Balances in:		
In current accounts	19,348	892,033
	<b>210,165</b>	<b>944,782</b>
<b>Other Bank Balances</b>		
Fixed Deposits with maturity period of more than 3 months but less than 12 months	22,000,000	20,423,067
[Includes fixed deposits of Rs. 65,00,000 (as at March 31, 2015 Rs. 36,69,177) under lien against overdraft facility/ bank guarantee]		
<b>Total</b>	<b>22,210,165</b>	<b>21,367,849</b>
<b>NOTE 14 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, considered good</b>		
Advance income tax (Net of provision Rs. 2,31,000; As at March 2015: Rs. 533,718)	311,675	165,135
<b>Total</b>	<b>311,675</b>	<b>165,135</b>
<b>NOTE 15 : OTHER CURRENT ASSETS</b>		
<b>Interest Accrued on:</b>		
Fixed Deposits with Banks	1,251,221	1,304,072
Long-Term Loans to Others	4,200,061	5,238,416
Long-Term Loans to Related Parties	-	71,564
<b>Total</b>	<b>5,451,282</b>	<b>6,614,052</b>

# INDO-CITY INFOTECH LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs.)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>NOTE 16 : REVENUE FROM OPERATIONS</b>		
Sales of Shares	-	419,182
Income from Services Rendered (Web-hosting Income)	-	171,000
Interest Income on Long-Term Loans to Others	3,972,596	3,409,360
<b>Total</b>	<b>3,972,596</b>	3,999,542
<b>NOTE 17 : OTHER INCOME</b>		
Interest Income:		
- On Fixed Deposits with Banks	2,184,560	2,220,274
- On Income tax Refund	4,798	4,545
Net Gain on Sale of Non-Current Investments	-	7,267
Balances Written Back	7,737	-
<b>Total</b>	<b>2,197,095</b>	2,232,086
<b>NOTE 18 : PURCHASE OF STOCK-IN-TRADE :</b>		
Purchase of Shares and Securities	-	1,695,047
Purchase of Traded Goods (Fabrics)	2,878,196	-
Share Trading Expenses	2,163	4,364
<b>Total</b>	<b>2,880,359</b>	1,699,411
<b>NOTE 19 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>		
<b>At the beginning of the period</b>		
Equity Shares	900,000	-
	<b>900,000</b>	-
<b>Less : At the end of the period</b>		
Equity Shares	995,000	900,000
Traded Goods (Fabrics)	2,871,696	-
	<b>3,866,696</b>	900,000
<b>Total</b>	<b>(2,966,696)</b>	(900,000)
<b>NOTE 20 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Incentives and Wages	1,265,424	1,230,169
Director Remuneration	930,000	930,000
Staff Welfare Expenses	149,324	134,898
<b>Total</b>	<b>2,344,748</b>	2,295,067
<b>NOTE 21 : FINANCE COST</b>		
Interest on Working Capital Loans	88,032	83,533
<b>Total</b>	<b>88,032</b>	83,533

# INDO-CITY INFOTECH LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs.)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>NOTE 22 : OTHER EXPENSES</b>		
Communication Expenses	41,060	41,809
Conveyance and Travelling Expenses	360,755	229,790
Bank Charges	6,506	11,970
Printing and Stationery Expenses	141,722	51,065
Sales Promotion Expenses	72,339	367,302
Advertisement and Publication Expenses	42,655	32,420
Building - Repairs and Maintenance	211,750	-
Computer - Repairs and Maintenance	85,298	12,717
Others - Repairs and Maintenance	196,681	135,485
Legal and Professional Fee	471,289	329,891
Payments to Auditors:		
Audit fees	51,750	39,326
Provision for diminution in the value of Investments/ Stock	-	42,000
Electricity Charges	90,760	58,622
Interest Receivable Written off	450,000	-
Office Expenses	214,342	102,886
Postage and Courier Expenses	59,691	52,303
Website Development Expenses	108,500	32,349
<b>Total</b>	<b>2,605,098</b>	<b>1,539,935</b>

### NOTE 23 : EARNINGS PER EQUITY SHARE

Profit attributable to Equity shareholders (Rs.)	174,558	63,935
Weighted average number of equity shares outstanding during the year (Nos.)	10,400,000	10,400,000
Basic and diluted earning for the year (Rs.)	0.02	0.01
Face value per Share (Rs.)	10.00	10.00

### NOTE 24 : CURRENT ASSETS AND LOANS AND ADVANCES

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

# INDO-CITY INFOTECH LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### NOTE 25 : RELATED PARTY DISCLOSURE

#### a. Details of Related Parties

Description of Relationship	Names of Related Parties
Key Management Personnel (KMP)	Mr. Aneel Jain, Chairman & Managing Director Mr. Ramesh Chandra Pusola, Chief Financial Officer Ms. Surbhi Singhvi, Company Secretary (upto November 11, 2014) Ms. Shagun Daga, Company Secretary (w.e.f. January 23, 2015 to March 02, 2015) Ms. Deepika Pandey, Company Secretary (w.e.f. October 19, 2015 to November, 11, 2015)
Company in which KMP / Relatives of KMP can exercise significant influence	ABJ Developers Private Limited M/s. Vineet Enterprises (Proprietor Mr. Vimal Jain)

#### Notes:

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

#### b. Details of Related Party transactions during the year ended March 31, 2016

(Amount in Rs.)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>Directors and Key Management Personnel Remuneration</b>		
Mr. Aneel Jain, Chairman & Managing Director	930,000	930,000
Mr. Ramesh Chandra Pusola, Chief Financial Officer	359,102	205,077
Ms. Surbhi Singhvi, Company Secretary	-	205,347
Ms. Shagun Daga, Company Secretary	-	13,114
Ms. Deepika Pandey, Company Secretary	16,607	-
	<b>1,305,709</b>	<b>1,353,538</b>
<b>Loan Given</b>		
M/s. Vineet Enterprises (Proprietor Mr. Vimal Jain)	-	1,650,000
	-	1,650,000
<b>Loan Given Repaid</b>		
M/s. Vineet Enterprises (Proprietor Mr. Vimal Jain)	-	2,184,904
Swati Jain	-	318,000
Vimal Jain HUF	-	530,000
	-	3,032,904
<b>Investment in Indocoins Capital Markets Private Limited Purchase</b>		
ABJ Developers Private Limited	3,000,000	-
	<b>3,000,000</b>	-
<b>Interest Income</b>		
Swati Jain	-	3,750
Vimal Jain HUF	-	6,250
M/s. Vineet Enterprises (Proprietor Mr. Vimal Jain)	-	71,564
	-	81,564

# INDO-CITY INFOTECH LIMITED

## c. Closing Balances of the Related Parties

(Amount in Rs.)		
Particulars	Balances as at March 31, 2016	Balances as at March 31, 2015
<b>Loan Given</b>		
M/s. Vineet Enterprises (Proprietor Mr. Vimal Jain)	-	71,564
	-	71,564
<b>Trade and Other Payables</b>		
Mr. Ramesh Chandra Pusola, Chief Financial Officer	30,600	30,600
	<b>30,600</b>	<b>30,600</b>

(Amount in Rs.)		
Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>NOTE 26 : EXPENDITURE IN FOREIGN CURRENCY</b>		
Travelling Expenses	-	328,092

### NOTE 27 : KEY MANAGERIAL PERSONNEL

The Company is trying to re - appoint a Company Secretary. The re-appointment of the Company Secretary is under proceeding as required under section 203 read with Rule 8A of the Companies Act, 2013, as such, the accounts have not been signed by a Company Secretary.

### NOTE 28 : IMPAIRMENT OF FIXED ASSETS

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

### NOTE 29 : SEGMENT INFORMATION

The Company has three line of business activity, i.e. Finance Income, Software Income and Trading Income. During the year, the Company has only finance income. Accordingly, the Company does not have separate reportable business segment for the quarter and year ended March 31, 2016 as per the AS-17.

### NOTE 30 : PREVIOUS YEAR'S FIGURES

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

The accompanying notes are integral part of these financial statements

As per our report of even date attached

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

Arun Poddar  
Partner  
Membership No. : 134572

Place : Mumbai  
Date : May 30, 2016

For and on behalf of the Board of Directors

Aneel Jain  
Managing Director  
DIN No. 00030742

Place : Mumbai  
Date : May 30, 2016

Ramesh Chandra Pusola  
Chief Financial Officer

Place : Mumbai  
Date : May 30, 2016

Shashi Jain  
Director  
DIN No. 00103505

Place : Mumbai  
Date : May 30, 2016

# INDO-CITY INFOTECH LIMITED

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

(Amount in Rs.)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A. <u>Cash flow from operating activities</u></b>		
Net profit before taxation	362,680	3,417
<u>Adjustments for:</u>		
Depreciation and Amortization Expense	855,470	1,510,265
Interest on working capital loans	88,032	83,533
(Gain)/ Loss on sale of non-current investments	-	(7,267)
Provision for diminution in the value of Investments	-	42,000
Interest Income	(2,189,358)	(2,224,819)
<b>Operating profit/ (loss) before working capital changes</b>	<b>(883,176)</b>	<b>(592,871)</b>
<u>Adjustments for changes in working capital:</u>		
(Increase)/decrease in trade receivables	1,040	(727)
(Increase)/decrease in Stock	(2,966,696)	(900,000)
Increase/(decrease) in other current liabilities	31,258	(29,626)
(Increase)/decrease in long-term loans and advances	1,400,000	(1,084,800)
(Increase)/decrease in short-term loans and advances	-	4,500
(Increase)/decrease in other current assets	1,109,919	(193,670)
Increase/(decrease) in short term provisions	18,005	35,254
<b>Net Cash used in operations</b>	<b>(1,289,650)</b>	<b>(2,761,940)</b>
Less: Income taxes paid (net of refund received)	(448,024)	(271,287)
<b>Net cash used in operating activities</b>	<b>(1,737,674)</b>	<b>(3,033,227)</b>
<b>B. <u>Cash flow from investing activities</u></b>		
Acquisition of fixed assets including capital work-in-progress and capital advances	(234,000)	(402,405)
(Investment in)/ realisation of Fixed Deposits and Margin Money	(1,576,933)	1,064,912
(Purchase)/ Sales of investment (Net)	(3,000,000)	919,544
Interest received on Fixed deposits	2,237,411	2,383,251
<b>Net cash generated from from investing activities</b>	<b>(2,573,522)</b>	<b>3,965,302</b>
<b>C. <u>Cash flow from financing activities</u></b>		
Interest paid on loans	(88,032)	(83,533)
Increase/(decrease) in Short term borrowing	3,664,611	-
<b>Net cash used in financing activities</b>	<b>3,576,579</b>	<b>(83,533)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(734,617)</b>	<b>848,542</b>
<b>Opening cash and cash equivalents</b>	<b>944,782</b>	<b>96,240</b>
<b>Closing cash and cash equivalents</b>	<b>210,165</b>	<b>944,782</b>

**Notes :**

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

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

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

For and on behalf of the Board of Directors

Arun Poddar  
Partner  
Membership No. : 134572

Place : Mumbai  
Date : May 30, 2016

Aneel Jain  
Managing Director  
DIN No. 00030742

Place : Mumbai  
Date : May 30, 2016

Shashi Jain  
Director  
DIN No. 00103505

Place : Mumbai  
Date : May 30, 2016

Ramesh Chandra Pusola  
Chief Financial Officer

Place : Mumbai  
Date : May 30, 2016

**FORM NO. MGT 11****Proxy Form**

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

CIN: L51900MH1992PLC068670

**Name of the Company : Indo-City Infotech Limited**

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

Tel. No.:- 022-28505903; E-mail: [contact.indocity@gmail.com](mailto:contact.indocity@gmail.com) ; Website: [www.indocity.co](http://www.indocity.co)

Name of the Member (s): \_\_\_\_\_

Regd. Add.: \_\_\_\_\_

Email Id: \_\_\_\_\_ Folio No./Client Id: \_\_\_\_\_ DPID: \_\_\_\_\_

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

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company, to be held on the 30<sup>th</sup> day of September, 2016 at 10:00 A.M. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai- 400059 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of Auditors and Directors thereon.
2.	Appointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment.
3.	Ratification of appointment of M/s S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2016-17.
4.	Servicing of Document to Member(s).

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder (s) \_\_\_\_\_

Affix  
Rs. 1/- Revenue  
Stamp

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

Tear Here

**Name of the Company : Indo-City Infotech Limited**

CIN: L51900MH1992PLC068670

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

Tel. No.:- 022-28505903; E-mail: [contact.indocity@gmail.com](mailto:contact.indocity@gmail.com) ; Website: [www.indocity.co](http://www.indocity.co)

**ATTENDANCE SLIP**

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

Full Name of the Member (in BLOCK LETTERS) \_\_\_\_\_

DP ID \*: \_\_\_\_\_ Client ID : \_\_\_\_\_

Regd. Folio No.: \_\_\_\_\_ No. of Shares held : \_\_\_\_\_

Full Name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company on Friday, 30<sup>th</sup> September, 2016 at 10.00 A.M. at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059.

Signature of Member/ Proxy \_\_\_\_\_

\*Applicable to investors holding shares in electronic form





**Name of the Company : Indo-City Infotech Limited**

CIN: L51900MH1992PLC068670

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

Tel. No.:- 022-28505903; E-mail: [contact.indocity@gmail.com](mailto:contact.indocity@gmail.com) ; Website: [www.indocity.co](http://www.indocity.co)**ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

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

I/We hereby exercise my/our vote in respect of the following resolutions(s) as specified in the Notice of Indo-City Infotech Limited dated August 12, 2016 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said Notice by conveying my/our assent or dissent to the said Resolution in the relevant box below:

Resolution No	Resolution	No. of Shares	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
<b>Ordinary Business</b>				
1	Adoption of Audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of Auditors and Directors thereon.			
2	Appointment of Director in place of Mrs. Shashi Jain who retires by rotation and is eligible for re-appointment.			
3	Ratification of appointment of M/s S.K.Patodia & Associates, Chartered Accountants as the Statutory Auditors of the Company for audit of financial year 2016-17.			
<b>Special Business</b>				
4	Servicing of Document to Member(s).			

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

Place : \_\_\_\_\_

Date: \_\_\_\_\_

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

- In order to enable its members, who do not have access to e- voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, this Form is being provided.
- A member desiring to exercise vote by Assent/Dissent shall complete this Form with assent (for) or dissent (against) and send at their cost to reach Scrutinizer Ms. Bhaviika Jain, Practicing Company Secretary, at the Registered Office of the Company on or before September 26, 2016 by 10.00 a.m. Any Form received after the said date and time shall be treated as invalid if the reply from the Members has not been received.
- In case Members cast their vote both by Physical Assent/Dissent Form and e-voting, then voting done through e-voting shall prevail and voting done by Physical assent/dissent will be treated as invalid.
- Voting through physical/assent form cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
- Members are requested not to send any other paper along with Assent/Dissent form and not to write anything on this form. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- Incomplete unsigned or incorrectly ticked assent/dissent forms will be rejected.
- Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the cut-off date of September 23, 2016.





## **Book - Post**



*If undelivered please return to:*

**INDO-CITY INFOTECH LIMITED**

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