

19<sup>th</sup> August, 2020

To,  
The Corporate Relations Department  
Bombay Stock Exchange Limited  
PJ Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

The Metropolitan Stock Exchange of India Ltd.  
(MSEI) Vibgyor Towers, 4th Floor, Plot No. C 62,  
G-Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 098

Scrip Code: 532342

Scrip Code: COTL

Dear Sir/ Madam,

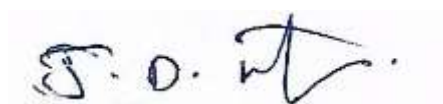
**Sub: Submission of 20<sup>th</sup> Annual Report for the Financial Year 2019-20 – Commex Technology Limited.**

With reference to the subject matter and in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith please find the Annual Report for the Financial Year 2019-20 being sent today i.e. 19<sup>th</sup> August, 2020 through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories.

The same is also available on the website of the Company on Company's website at:  
Annual Report: [http://commextechnology.com/download/Finacial%20result/annual\\_2020.pdf](http://commextechnology.com/download/Finacial%20result/annual_2020.pdf)

Kindly take the same on record.

**For Commex Technology Limited**



**Jayant Mitra**  
**Managing Director**  
**DIN: 00801211**  
**Place: Mumbai**

**Encl: As Above**

20<sup>TH</sup> ANNUAL REPORT OF

COMMEX TECHNOLOGY LIMITED

FOR THE FINANCIAL YEAR 2019-20



## **BOARD OF DIRECTORS**

Mr. Jayant Mitra	: Chairman & Managing Director
Mr. Yeshwant J. Divekar	: Independent Director (resigned on 9 <sup>th</sup> August, 2019)
Mr. Ali Ukani	: Independent Director
Mr. Mahesh Dharma Doifode	: Independent Director (w.e.f 09 <sup>th</sup> August, 2019)

## **KEY MANAGERIAL PERSONNEL**

Mr. Ajay Bhaskar Raut	: Chief Financial Officer
Mr. Shishir Singhal	: Company Secretary & Compliance Officer (upto 1.06.2020)

## **AUDITORS/BANKERS**

### **Mulraj D Gala**

Chartered Accountants  
My Mother C.H.S.L.,  
A/12, Second Floor,  
R.K. Chemburkar Marg,  
Chembur (east), Mumbai-400074

### **ICICI Bank**

Nariman Point branch,  
Nariman Point  
Mumbai - 400020

## **REGISTERED OFFICER/REGISTRAR AND SHARE TRANSFER AGENT**

B-401, Unit No. -42, 4th Floor, Vasudev Chamber, Old Nagardas Road, Andheri (East), Mumbai - 400069	Universal Capital Securities Pvt. Ltd, 21/25, Shakil Niwas Mahakali Caves, Road, Andheri (East), Mumbai - 400093
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Tel: +91 (22) 28200244

Tel: +91 (22) 2825 764/-28207203-05,

Email: [investor@commextechnology.com](mailto:investor@commextechnology.com) Email: [info@unisec.in](mailto:info@unisec.in)

Website: [www.commextechnology.com](http://www.commextechnology.com) Website: [www.unisec.in](http://www.unisec.in)

## **CORPORATE IDENTIFICATION NUMBER (CIN):**

L72900MH2000PLC123796

**Twentieth Annual General Meeting on Tuesday, 15<sup>th</sup> day of September, 2020 at 10.00 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.**

**Contents:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice of TwentiethAnnual General Meeting	4
2.	Directors' Report	11
3.	Management Discussion and Analysis	26
4.	Corporate Governance Report	27
5.	Auditors Report on Financial Statement	37
6.	Standalone Financials- Balance Sheet	45
7.	Standalone Statement of Profit& Loss Account	47
8.	Standalone Cash flow statement	49
9.	Notes on Standalone Financial Statement	51
10.	Auditors Report on Consolidated Financial Statement	73
11.	Balance Sheet	79
12.	Statement of Profit& Loss Account	81
13.	Cash Flow Statement	83
14.	Notes on Financial Statement	85
15.	Statement under Section 129(3) of the Companies Act, 2013 in Form AOC – 1 relating to subsidiary and associate companies	108

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMMEX TECHNOLOGY LIMITED WILL BE HELD ON TUESDAY, 15<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 10.00 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact following business:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements (Standalone and Consolidated ) of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Dolatrai Mitra (DIN: 00801211) who retires by rotation and being eligible offers himself for re-appointment.

**Date: 17/08/2020**

**Place: Mumbai**

**Registered Office: B-401, Unit No. – 42, 4<sup>th</sup> Floor,  
Vasudev Chamber, Opp Wilson Pen Company,  
Old Nagardas Road, Andheri (East), Mumbai: 400069**

**sd/-**

**By Order of the Board of Directors,  
Commex Technology Limited,**

**Jayant Mitra  
Chairman & Managing Director  
DIN: 00801211**

## Details of Directors seeking Re-appointment/Re-designation at the Annual general Meeting

As details require under regulation 36 of SEBI (LODR) regulation, 2015 of particulars of Directors who's shall be appointed orre-appointed at annual general meeting is mentioned below:

Particulars	Mr.Jayant Mitra
Date of Birth	12/04/1958
Date of appointment	24/12/2012
Qualification	M.B.A.
Directorship held in other public companies	1
Membership /Chairmanship of other Public Companies	Nil
Number of Shares held in the Company	100

### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide it's circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM herein after called as "e-AGM".

2. e-AGM: Company has made arrangements to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

3. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):

a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required and accordingly Attendance Slip and Route map are not annexed to this Notice.

b. Appointment of proxy to attend and cast vote on behalf of the member is not available.

c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. Up to 100 members will be able to join on a FIFO basis to the e-AGM.

6.No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

7.The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ CDSL / NSDL (“Depositories”).

Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.commextechnology.com](http://www.commextechnology.com), websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.com](http://www.msei.com) respectively.

9. In case you have not registered your email address with the Company/ Depository participant, please follow below instructions to register your email ID for obtaining login details for remote e-voting and e-voting during the AGM:

Members holding shares in physical Form	Send a request to Universal Capital Securities Private Limited , Registrar and Share transfer Agent of the Company at <a href="mailto:info@unisec.in">info@unisec.in</a> providing Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back) and self attested scanned copy of PAN card for registering email address.
Members holding shares in Demat Form	Kindly contact your Depository Participant (DP) and register your email address as per the process advised by DP.

Instructions for the Members for attending the e-AGM through Video Conference:

1. Attending e-AGM Video conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by Company Members may access the same at by clicking on the “video conference” and access the shareholders/members login by using the remote e-voting credentials.

The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.

2. Please note that the members who do not have the User ID and Password for eVoting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

4. Further, members will be required to allow Camera, if any, and hence use Internet with a good speed is required to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

7. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@commextechnology.com](mailto:cs@commextechnology.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@commextechnology.com](mailto:cs@commextechnology.com). These queries will be replied to by the Company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Members who need technical assistance before or during the AGM, can contact Company on emailed/ office Number.

Remote Voting through electronic means: In terms of the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as 8th July 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL [evotingindia.com](http://evotingindia.com) in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Commex Technology Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote and upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL\_EVENT No.'



xii. The Members can cast their vote online from Saturday ,12<sup>th</sup> September,2020 at 9.00 A.M. (IST) to Monday, 14<sup>th</sup> September,2020 at 5.00 P.M. (IST). At the end of remote e-voting period, the facility shall forthwith be blocked.

The Board of Directors have appointed SG & Associates , Practicing Company Secretary (Membership No. ACS 12122) as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting.

The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at [www.commextechnology.com](http://www.commextechnology.com).

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evotingindia.com>.

#### Other Guidelines for Members

1. Member who wish to inspect copy of any document referred to in the accompanying Notice of the 20th AGM, copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other eligible documents can send an email from their registered email ID on [cs@commextechnology.com](mailto:cs@commextechnology.com) by 5<sup>th</sup> September, 2020 specifying their Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back) and self-attested scanned copy of PAN card. Company shall provide specific date for visit by shareholder at the registered office of the Company for inspecting the documents.

2. Details as required in Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 20th AGM, forms integral part of the Notice of the 20th AGM.

3. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.

- The Procedure / Instructions for e-voting are as under:

(i) The voting period begins on **Saturday, 12<sup>th</sup> September, 2020 at 9:00 A.M. and ends on Monday, 14<sup>th</sup> September, 2020 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **8<sup>th</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders / Members

(v) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi)Next enter the Image Verification as displayed and Click on Login.

(vii)If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no. affixed on Annual Report, in the PAN Field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

(ix)After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi)For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii)Click on the EVSN of Commex Technology Limited on which you choose to vote.

(xiii)On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv)Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv)After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi)Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii)You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii)If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Date: 17/08/2020**

**Place: Mumbai**

**Registered Office:** B-401, Unit No. – 42, 4<sup>th</sup> Floor,  
Vasudev Chamber, Opp Wilson Pen Company,  
Nagardas Road, Andheri (East), Mumbai: 400069

**By Order of the Board of Directors,  
Commex Technology Limited,**

**Sd/-  
Jayant Mitra  
Chairman & Managing Director  
DIN: 00801211**

## DIRECTORS' REPORT

**Dear Members,**

Your Directors have pleasure in presenting their Twentieth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### 1. Financial Highlights (Standalone and Consolidated):

The financial highlights of the year under review are as below:

(INR in Lakhs)

Sr. No.	Particulars	Standalone		Consolidated	
		31.03.2020	31.03.2019	31.03.2020	31.03.2019
1.	Income from operations		-		-
2.	Other Income		-		-
3.	<b>Net Total Income (1+2)</b>		-		-
4.	Employee Benefit Expenses	6.76	5.27	6.76	5.27
5.	Other Expenses	36.09	31.15	46.11	13.13
6.	<b>EBIDTA</b>	<b>(42.85)</b>	<b>(36.42)</b>	<b>(52.87)</b>	<b>(18.40)</b>
7.	Less: Interest and Finance charges	0.03	0.03	0.03	0.03
8.	Less: Depreciation		-		-
9.	<b>Profit before Tax &amp; Exceptional Items(6-7-8)</b>	<b>(42.87)</b>	<b>(36.45)</b>	<b>(52.90)</b>	<b>(18.42)</b>
10.	<b>Exceptional Items</b>	-	-	-	-
	<b>Profit before Tax</b>	<b>(42.87)</b>	<b>(36.45)</b>	<b>(52.90)</b>	<b>(18.42)</b>
11.	Provision for Tax	-	-	-	-
12.	Less: MAT Credit Entitlement Deferred Tax	- --	-- --	- -	-- --
13.	<b>Net Profit after tax (9-10)</b>	<b>(42.87)</b>	<b>(36.45)</b>	<b>(52.90)</b>	<b>(18.42)</b>
14.	Extra Ordinary Items	-	--	-	--
15.	<b>Net Profit/(Loss) for period (11-12)</b>	<b>(42.87)</b>	<b>(36.45)</b>	<b>(52.90)</b>	<b>(18.42)</b>
16.	Less: Minority Interest				
17.	Paid up Equity Share Capital (Face value INR2/- per share)	3380.76	3,380.76	3,380.76	3,380.76
18.	<b>Earning Per Shares (Basic)</b>	<b>(0.03)</b>	<b>(0.02)</b>	<b>(0.03)</b>	<b>(0.01)</b>

### 2. DIVIDEND:

In the view of accumulated Losses, Board of Directors of the Company does not recommend any dividend for the year under consideration.

### 3. AMOUNT TRANSFERRED TO RESERVES:

On account of accumulated losses no amount is transferred to General reserves for the financial year 2019 - 2020.

### 4. PERFORMANCE REVIEW:

On consolidated basis, revenue from operations for both the years was Nil. EBIDTA (Earnings before Interest, Taxes, Depreciation and Amortization) amounted to INR(42.85)Lakhs in the current year and (INR 36.42lakhs) in the previous year, Profit before Tax (PBT) is INR(42.87)Lakhs in current year and (INR (36.45) Lakhs in the previous year), Profit after Tax (PAT) INR (42.87) Lakhs in the current year and INR (36.45)Lakhs in the previous year.

## **5. CHANGE IN NATURE OF BUSINESS, IF ANY:**

During the year under review the Company or its subsidiaries did not carry on any business activities.

## **6. SUBSIDIARY AND ASSOCIATE COMPANIES:**

- As on 31<sup>st</sup> March, 2020 the company has the following subsidiaries/associate companies
  1. IT Capital Services Pvt. Ltd.- Subsidiary Company
  2. Orient Information FZ-LLC-UAE- subsidiary Company
  3. Universal Commodity Exchange Limited- Associate Company

There is no business activity in the Subsidiary and/or the Associate Company during the year under review. Status of IT Capital Services Private Limited, subsidiary company and Universal Commodity Exchange Limited, the Associate Company, has been struck off by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's subsidiaries and associate companies in Form AOC – 1 is attached to the financial statements of the Company.

## **7. CHANGES IN SHARE CAPITAL:**

During the year under review, there was no change in the Authorised or Paid up Share Capital of the Company.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT:**

As required by Section 134 (5) of the Companies Act, 2013 the Directors hereby state that:

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

## **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the financial year 2019-20, Mr. Mahesh Doifode was appointed as Independent Director w.e.f. 9<sup>th</sup> August, 2019 and Mr. Yeshwant Divekar resigned w.e.f. 9<sup>th</sup> August, 2019.

Mr. Jayant Dolatrai Mitra, Managing Director, is liable to retire by rotation at the ensuing AGM, pursuant to Section 152 and other applicable provision, if any, of the Companies Act, 2013, the Article of Association of the Company and being eligible have offered himself for re-appointment. Appropriate resolution for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM.

None of the Directors are disqualified from being appointed as specified in Section 164 of the Companies Act, 2013 as amended.

Mr. Shishir Singhal ,Company Secretary and Compliance Officer appointed w.e.f 20<sup>th</sup> September,2019 and resigned on 1<sup>st</sup> June,2020.

**Formal Annual Evaluation:**

In terms of the provisions of the Act, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee (NRC).

**Remuneration Policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**10. DISCLOSURE OF PECUNIARY RELATIONSHIP:**

There was no pecuniary relationship or transactions of the non-executive directors vis- a- vis the company during the year. Also, no payment, except sitting fees, was made to any of the non-executive directors of the Company. No convertible instruments are held by any of the non-executive directors of the Company.

**11. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTOR:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rules and Regulation 16(1) (b) of SEBI (Listing Obligation and disclosure requirements) Regulation, 2015 with the Stock Exchanges.

**12. NUMBER OF MEETINGS OF THE BOARD:**

During the financial year 2019-20, five meetings of the Board of Directors were held. For details of the Board meetings please refer to the Corporate Governance forming part of the Board's Report.

**13. STATEMENT ON ANNUAL EVALUATION OF BOARD, COMMITTEE AND ITS DIRECTORS:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013 read with Rule 8(4) of The Companies (Accounts) Rules, 2014 and the corporate governance requirements as prescribed by SEBI (LODR) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, transparency, adhering to good corporate governance practices etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, leadership quality, attitude, initiatives decision making, commitment, achievements etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors held on 7th February, 2020 reviewed performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The meeting also assessed the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform its duties.

#### **14. NOMINATION AND REMUNERATION POLICY:**

In terms of Section 178 (3) of the Companies Act, 2013 and Regulation 18 and Schedule II and Schedule V of the SEBI (LODR) Regulations, 2015 entered in to with the stock exchange, a policy on Nomination and Remuneration of Directors and Senior Management Employees including, inter alia, criteria for determining qualifications, positive attributes and independence of directors was formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors. The said policy is also posted on the website of the Company [www.commextechnology.com](http://www.commextechnology.com) and its weblink is [http://www.commextechnology.com/download/policy/nomination\\_and\\_remuneration\\_policy\\_commex.pdf](http://www.commextechnology.com/download/policy/nomination_and_remuneration_policy_commex.pdf)

#### **15. INTERNAL FINANCIAL CONTROLS:**

The Company 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, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

#### **16. AUDIT COMMITTEE:**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

#### **17. AUDITORS:**

##### **Statutory Auditors**

M/s. Mulraj D. Gala, Chartered Accountant, appointed as statutory auditors in the eighteenth Annual General Meeting continue as statutory auditors until the conclusion of twenty third Annual General Meeting.

##### **Secretarial Auditors**

Vijay S. Tiwari & Associates, Practicing Company Secretaries, Mumbai was appointed to conduct the Secretarial Audit of the Company for the financial year 2019-20 as required under Section 204 of the Companies Act, 2013 and rules made thereunder.

#### **18. SECRETARIAL AUDIT REPORT:**

In terms of Section 204 (1) of the Companies Act, 2013, a Secretarial Audit Report is annexed as **Annexure A** of the Directors' Report.

#### **EXPLANATION AND COMMENTS BY THE BOARD ON QUALIFICATION/ RESERVATION/ ADVERSE REMARK/ DISCLAIMER MADE IN AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:**

- a. As reported by the Auditors in their Report, the Company has accumulated losses and its net worth has been fully eroded, the Company has incurred net loss/net cash loss during the year ended March 31, 2020 and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The management of the Company is under the process of talks with various interested business groups and entities to revive the operations of the Company and the Management is confident of effecting a revival by the end of the

ensuing financial Year 2020-21. Hence, the negative networth is only a temporary phenomenon and the management is confident that the losses will be wiped out in a couple of years from the year of revival.

- b. As reported by the Auditors in their Report, The Company has made provision for income tax liability till date in books of accounts. However the company has neither paid taxes nor filed its return of income since F.Y. 2012-13.

As can be observed from our earlier reports, the Company has several irregularities in the form of non-compliances due to circumstances beyond the control of the present Management. However the Company has completed the filing of Annual Returns on MCA as on date.

- c. As reported by the Auditors in their Report, the Company has not evaluated whether any impairment provision is required for expected credit losses (ECL) in accordance with Ind AS 109 - 'Financial Instruments' for Trade Receivables aggregating to Rs. 238.86 Lakh.

Trade Receivables aggregating to Rs. 238.86 Lakh as disclosed in the Balance Sheet as on 31-3-2020 is from the debtors of the Company, who are genuine and the amount of outstanding is undisputed. As the Company does not have a set up in the country of the Debtors, the Company is unable to obtain confirmations or any other documents to prove genuineness of the outstanding. Hence, in the opinion of the Management of the Company, no impairment provision is required for expected credit losses (ECL) in accordance with Ind AS 109 - 'Financial Instruments' for Trade Receivables.

- Secretarial Auditor's report has given following remarks:

**1. The Company had a VAT Liability of Rs. 110.22 Lakhs (excluding interest and penalty) as on the date of the Balance Sheet, which have been raised on the Company in the earlier years.** The said liability for VAT is not legitimate and genuine and was raised by the Authorities without giving proper opportunity to the Company for representing itself before them. The Company is in the process of getting the demand withdrawn by the Authorities.

**2. The consolidation of the financials of Universal Commodity Exchange Limited, an associate Company, with the company is not done:** Universal Commodity Exchange Limited has been totally dormant for the past several years in the wake of directions by the FMC to suspend its operations. In view thereof the Accounts of Universal Commodity Exchange Limited are not compiled & audited and therefore the same could not be considered while consolidating accounts. We may further add that the said name of the Company has been struck off by the Registrar of Companies Maharashtra.

**3. The Company has not filed its Income Tax Returns from the Financial Year 2013.**

As informed in earlier paragraphs, the present management had not complied with several statutory compliances due to circumstances beyond the control of the present management. However, slowly and steadily it has commenced the process of compliances. We may inform that Income Tax Returns are time barred under the Income Tax Act, 1951 till the FY 2017-18. The Company intends to file returns only for the year under review, which will be done in due course. We may add that the Company has not carried on any business transactions during the last several years. The Company has collected amounts from Debtors and has incurred bare minimum revenue and statutory expenses, to keep the Company afloat. We may further add that even if the Income tax returns are filed, the returned income shall have no taxable Income.

**4. As per the provision of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Company was required to appoint an Internal Auditor for the Financial Year 2019- 20.** As stated elsewhere in the response of the Management, the Company has not carried on any business operations since 2016. Hence, there are no business transactions requiring internal controls and/or internal audit. Besides, the Company is unable to find a suitable candidate willing to join the Company for this position.

**5. We may inform that with great difficulty the Company has managed to appoint a full time Company Secretary during the year from 20<sup>th</sup> September, 2019.**



**6. The composition of Board of Directors is not as per the Listing requirements.** The board is in process of appointing the Non Executive Independent Women director for the same.

**7. The shareholding of promoter & promoter group has been frozen as per SEBI Regulations.** The Management is taking steps for regularizing the same.

**8. The Company has received a Show Cause Notice (SCN) dated 23<sup>rd</sup> March, 2017 from Income Tax Department under Section 263 of Income Tax Act, 1961.** We may inform you that the Company has appointed Income Tax Consultants to handle various Tax issues and has preferred appeals in all the matters of demands raised against the Company. The above matter is also attended to by the said Consultant.

**9. The Company has received a Show Cause Notice (SCN) dated 21<sup>st</sup> June, 2017 from SEBI towards GDR issue of the Company for the period 1<sup>st</sup> May, 2009 to 30<sup>th</sup> June, 2009.** As stated above, we may inform you that the Company has appointed Income Tax Consultants to handle various Tax issues and has preferred appeals in all the matters of demands raised against the Company. The above matter is also attended to by the said Consultant.

#### **19. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

#### **20. TRANSACTIONS WITH RELATED PARTIES:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in “**Annexure B**” in Form AOC-2 and the same forms part of this report.

The Board of Directors of the Company had formulated a policy on related party transactions and materiality of Related Party Transactions in terms of Regulation 23 of SEBI (LODR) Regulations, 2015. The said policy is posted on the website of the Company, [www.commexotechnology.com](http://www.commexotechnology.com) and its weblink is:

- [http://www.commexotechnology.com/download/policy/Policy\\_for\\_determining\\_material\\_subsidary\\_of\\_the.pdf](http://www.commexotechnology.com/download/policy/Policy_for_determining_material_subsidary_of_the.pdf)
- [http://www.commexotechnology.com/download/policy/policy\\_on\\_related\\_party\\_transaction\\_and\\_materiality\\_of\\_related\\_party\\_transaction.pdf](http://www.commexotechnology.com/download/policy/policy_on_related_party_transaction_and_materiality_of_related_party_transaction.pdf)

#### **21. CORPORATE SOCIAL RESPONSIBILITY:**

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in “**Annexure C**” of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The said policy is posted on the website of the Company, [www.commexotechnology.com](http://www.commexotechnology.com) and its web link is:

[http://www.commexotechnology.com/download/policy\\_on\\_corporate\\_social\\_responsibility.pdf](http://www.commexotechnology.com/download/policy_on_corporate_social_responsibility.pdf)

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

An extract of Annual Return in Form MGT-9 for the Financial Year 2019– 2020 is available on the Company website and its weblink is <http://www.commexotechnology.com/download/MGT-9>.

#### **23. PARTICULARS OF EMPLOYEES:**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- Employee of the Company employed throughout the financial year, who was in receipt of remuneration for that year which, in the aggregate, not less than rupees sixty lakhs: NIL

- ii. Employee of the Company employed for a part of the financial year, who was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month : NIL
- iii. Employee of the Company employed throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL

Further Managing Director of the Company is not getting any commission from the Company or from any of its subsidiaries.

The company complied with Section 197 of the Companies Act, 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014.

#### **24. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS:**

During the year under review, the Company has not issued any shares with differential voting rights.

#### **25. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION SCHEME:**

During the year under review, no option under 'Employee Stock Option Scheme' was granted or vested to any employee or directors of the Company.

#### **26. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:**

During the year under review, the Company has not issued any Sweat Equity Shares.

#### **27. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

As there is no business, there have not been any material changes and commitment affecting the financial position of the Company during the financial year 2019-20.

#### **28. DISCLOSURE REQUIREMENTS:**

- Pursuant to the provisions of Schedule IV to the Companies Act, 2013 ("the Act") and Schedule V of SEBI (LODR) Regulations, 2015 Terms and Conditions for Appointment of Independent Directors are posted on the website of the Company [www.commexotechnology.com](http://www.commexotechnology.com) and its web link is:  
[http://www.commexotechnology.com/download/policy/terms and conditions for appoinment of independent directors .pdf](http://www.commexotechnology.com/download/policy/terms_and_conditions_for_appoinment_of_independent_directors.pdf)
- Details of the familiarisation programme of the Independent Directors is posted on the website of the Company [www.commexotechnology.com](http://www.commexotechnology.com) and its web link is:  
[http://www.commexotechnology.com/download/policy/familiarisation programme for independent directors.pdf](http://www.commexotechnology.com/download/policy/familiarisation_programme_for_independent_directors.pdf)
- Whistle Blower Policy/ Vigil Mechanism: The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. The details of Vigil Mechanism is displayed on the website of the Company [www.commexotechnology.com](http://www.commexotechnology.com) and its web link is:  
[http://www.commexotechnology.com/download/policy/whistle%20 blower\\_policy vigil\\_mechanism.pdf](http://www.commexotechnology.com/download/policy/whistle%20blower_policy_vigil_mechanism.pdf)
- The policy for determining material subsidiary of the company pursuant to Regulation 24 of SEBI (LODR) Regulations, 2015 is posted on the website of the Company [www.commexotechnology.com](http://www.commexotechnology.com) and its web link is:  
[http://www.commexotechnology.com/download/policy/Policy for determining material subsidiary of the.pdf](http://www.commexotechnology.com/download/policy/Policy_for_determining_material_subsidary_of_the.pdf)

- Policy on dealing with related party transactions is posted on the website of the Company [www.commextechnology.com](http://www.commextechnology.com) and its web link is:  
[http://www.commextechnology.com/download/policy/policy on related party transaction and materiality of related party transaction.pdf](http://www.commextechnology.com/download/policy/policy%20on%20related%20party%20transaction%20and%20materiality%20of%20related%20party%20transaction.pdf)

- As per Schedule V of the SEBI (LODR) Regulations, 2015 entered into with the Stock Exchange, Corporate Governance Report with auditors' Certificate and Management Discussion and Analysis are attached, which forms part of this report.

## 29. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

## 30. INFORMATION REQUIRED UNDER RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 - CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

### a) Conservation of Energy & b) Technology Absorption:

The activities of your company require minimal energy consumption and every endeavour has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

At present there are no business activities and do not involve technology absorption and research and development.

### c) Foreign exchange earnings and outgo:

The details of Foreign exchange earnings and outgo are detailed in Note No. 20 forming part of Accounts.

## 31.DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE: Not Applicable

## 32.DISCLOSURES RELATING TO UNCLAIMED SUSPENSE ACCOUNT AS PER AMENDED CLAUSE 5A OF THE LISTING AGREEMENT:

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year
NIL	NIL	NIL	NIL

## 33.IMPLEMENTATION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is not required to constitute Internal Complaints Committee of the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as the permanent employees are less than 10. Further there are no instances of Sexual Harassment of Women under the said Act has been reported to the Company.

## 35. EMPLOYEE RELATIONS:

The relations of the management with staff and workers remained cordial during the entire year.

## 36. ACKNOWLEDGEMENT:

The Directors thank the Company's shareholders, employees, customers, vendors, investors and academic institutions, government for their continuous support and co-operation. The Directors appreciate and value the contributions made by every member of the Commex family.

**Commex Technology Limited,**

**On behalf of the Board of Directors  
By Order of the Board of Directors,**

**Sd/-  
Jayant Mitra**

**Chairman & Managing Director  
DIN: 00801211**

**Date: 17/08/2020  
Place: Mumbai**

**Annexure A**

**Form No. 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 Personnel) Rules, 2014]

For the Financial Year ended 31<sup>st</sup> March 2020

**To,**  
**The Members,**  
**Commex Technology Limited,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Commex Technology Limited** (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 has 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 the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

V. Other applicable laws are as under:

- The Information Technology Act, 2000.
- The FEMA Act, 1999.

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

a) Secretarial Standards by the Institute of Company Secretaries of India.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., except the following:

- 1. The status of the Company is suspended on BSE Limited and Metropolitan Stock Exchange of India.***
- 2. The Company had a VAT Liability of Rs. 110.22 Lakhs (excluding interest and penalty) during the year 2018-19 which is pending as on date.***
- 3. The consolidation of the financials of Universal Commodity Exchange Limited, an associate Company is not done since the company is not in operations since last 3 years and has also been strike off by ROC.***
- 4. The Company has neither paid taxes nor filed its Returns of Income with the Income Tax Department since F.Y. 2012-13.***
- 5. As per the provision of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Company has not appointed Internal Auditor for the financial year 2019-20.***
- 6. The Company had appointed Company Secretary during the year on 20<sup>th</sup> September, 2019. The Company Secretary had resigned on 01.06.2020.***
- 7. The Company has not appointed Women Director for the year 2019-20.***
- 8. The Company has not filed Foreign Liabilities and Assets Return for the year ended 31.03.2020.***
- 9. The Shareholding of Promoter- late Ketan Sheth is pending transmission as on the year ended 31.03.2020.***
- 10. The Shareholding of Promoter and Promoter group has been freeze as per SEBI Regulations.***

**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.

Except Non appointment of Women Director and Non-Executive Director as ***per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 resulting in improper constitution of committees.***

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.

Majority of the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

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.

**We further report that:**

***1. The Company has received the Show Cause Notice (SCN) dated 23<sup>rd</sup> March, 2017 from Income Tax department under section 263 of the Income Tax Act, 1961 for which Company has filed appeal and is pending for the year ended 31.03.2020.***

***2. The Company has received Show Cause Notice (SCN) dated 21<sup>st</sup> June, 2017 from SEBI towards GDR issue of the company for the period 01<sup>st</sup> May, 2009 to 30<sup>th</sup> June, 2009 for which Company has made representation and is under process for the year ended 31.03.2020.***

***3. The Company has received emails, letters for levy of fines, penalties from BSE Limited & Metropolitan Stock Exchange of India for non compliances of SEBI ( Listing Obligation & Disclosure Requirements) Regulations,2015.***

We further report that during the audit period, there were no instances of:

- i. Public / Rights / debentures /sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this Report.

**For Vijay S Tiwari & Associates**

**Company Secretaries**

**Sd/-**

**Vijay S Tiwari**

**Proprietor**

**Membership No:33084**

**C. P No: 12220**

**UDIN:A033084B000584602**

**Date:16.08.2020**

**Place: Mumbai**

Annexure A

To,  
The Members,  
**Commex Technology Limited.**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

**For Vijay S Tiwari & Associates**  
**Company Secretaries**

**Vijay S Tiwari**  
**Proprietor**  
**Membership No:33084**  
**C. P No: 12220**  
**UDIN:**

**Date:16.08.2020**



**Place: Mumbai**

**ANNEXURE B**  
**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 arms length transactions under third proviso thereto:

I.Details of contracts or arrangements or transactions not at arm's length basis: Commex Technology Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year2019-20..

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

Commex Technology Limited has not entered into any contract or arrangement or transaction during the year with its related parties. Further details of ongoing transactions with related parties are disclosed in notes to accounts forming part of the Financial Statement.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr no	Particular	Details
1	Name (s) of the related party & nature of relationship	Jayant Mitra
2	Nature of Contact /Arrangement/ Transaction	Remuneration
3	Duration of Contract	As per appointment letter
4	Silent feature of the Contract or arrangement or transaction	As per appointment letter
5	Date of approval by the board	NA
6	Nature of relation	Managing Director of the Company
7	Amount	6,00,000 p.a.

**Date: 17/08/2020**  
**Place: Mumbai**

**On behalf of the board of directors,  
By Order of the Board of Directors,  
Commex Technology Limited,**

**Sd/-**

**Jayant Mitra**

**Chairman &Managing Director**

**DIN: 00801211**

## ANNEXURE C

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

**A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

Company's CSR policy is aimed at demonstrating care for the community through its focus on education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation. Also embedded in this objective is support to the disadvantaged/marginalized cross section of the society by providing opportunities to improve their quality of life.

Details of the CSR policy is posted on the website of the Company [www.commextechnology.com](http://www.commextechnology.com) and its weblink is: [http://www.commextechnology.com/download/policy\\_on\\_corporate\\_social\\_responsibility.pdf](http://www.commextechnology.com/download/policy_on_corporate_social_responsibility.pdf)

1. **The composition of the CSR committee:** It comprises of Mr. Mahesh Doifode, Chairman of the Committee, Mr. Ali Ukani and Mr. Jayant Mitra are the Members.

2. **The Company has no profit since last three financial years for the purpose of computation of CSR.**

3. Prescribed CSR Expenditure NIL\*

d. Total amount to be spent for the financial year: Nil

e. Amount unspent: -Nil

\*\*INR 8,46,813/-for the year 2015-16 remains unspent as on date.

4. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

**By Order of the Board of Directors,**

**Sd/-  
Jayant Mitra  
Chairman & Managing Director  
DIN: 00801211**

## MANAGEMENT DISCUSSIONS AND ANALYSIS

### A. Industry Structure and developments and India's Economic Outlook:

In CY 2019, the global market for software and services is estimated to have grown to \$1.5 trillion. IT services is estimated to have grown by 3.5% YoY, characterized by a shift to digital technologies, and adoption of DevOps, and as-a-service models. Business Process Management grew by 4.5% over the prior year driven by a greater focus on robotic process automation as customers automate repetitive tasks and focus on strategic work.

#### Opportunities and Threats

##### • Opportunities:

India, in the recent years, is witnessing higher investments in infrastructure activities, so the atmosphere is expected to be more conducive in the time to come. Other opportunities include widespread use of software, online portal etc due to COVID-19, conducting state-of-the-art In-house Technology Bandwidth, deep domain expertise and a nationwide reach.

##### • Threats:

1. Significant competition from Indian and Foreign companies operating in the similar segment.
2. Changes in governing laws may adversely affect the business operations.
3. Liquidity budgets and newer offerings could get duplicated by existing competitors.
4. Increased competition could result in pressure on pricing and commoditization of some services.

### B. Internal control systems and their adequacy

The Company has in place the internal control systems and procedures, internal policies and statutory guidelines.

### C. Discussion on Financial performance with respect to operational performance:

Due to the financial crises and other certain unavoidable circumstances, the Company's turnover for the financial year ended on 31st March, 2020 is INR Nil as similar to the turnover for the previous financial year. There has been no business in the company since 4 years.

### D. Human Resource Development

There were 5 employees as on 31st March, 2020.

### E. Cautionary Statement:

Statements contained in the Management Discussion and Analysis describing the Company's estimates, projections and expectations are forward looking statements and based upon certain assumptions and expectations of future events over which the Company has no control and which could cause actual results to differ materially from those reflected in such statements. Readers should carefully review other information in this Annual Report and in the Company's periodic reports. The Company undertakes no obligation to update or revise any of these futuristic statements, whether as a result of new information, future events, or otherwise.

## **REPORT ON CORPORATE GOVERNANCE**

### **(As required under schedule v (c) of the SEBI (LODR) Regulations, 2015 entered into with stock exchange)**

Your Board of Directors present the Corporate Governance Report for the year 2019-2020 based on the disclosure requirements under Schedule V (C) of the SEBI (LODR) Regulations, 2015 with the Stock Exchange existing as of 31st March, 2020.

#### **MANDATORY REQUIREMENT**

##### **A. Company's Philosophy on Code of Corporate Governance:**

The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. The Company believes in high degree of transparency and accountability in its business operations and business practices and continues to adopt all measures to enhance its level.

The Company respects the rights of all its stakeholders to information on the performance of the Company. The Company has adopted a Code for Corporate Disclosure Practice for Prevention of Insider Trading. The Company is committed to maintain high standard of corporate governance towards its shareholders, Government, clients, employees and society.

##### **B. Composition of the Board of Directors:**

1. Board has an optimum combination of Executive and Non-Executive Directors, and is in conformity with SEBI (LODR) Regulations, 2015 entered with the Stock Exchange in which the Company's Ordinary Equity Shares are listed. As on 31st March, 2020 the composition of the Board and other related information are as given in the table below.
2. None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2020 have been made by the directors. None of the directors are related to each other.
3. Independent directors are non-executive directors as defined under Regulation 17 of SEBI (LODR) Regulations, 2015 entered into with the Stock Exchange. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under the SEBI (LODR) Regulation, 2015 and Section 149 of the Act.
4. In advance of each meeting the Board is presented with all relevant information of various matters relating to the working of the Company, especially those that requires deliberations at the highest level. Directors have separate access to senior management at all times. In addition to items which are required to be placed before the Board for its noting or approval, information is provided on various significant items.
5. To enable the Board, to discharge its responsibilities effectively, the Members of the Board are briefed at every Board meeting on the overall performance of the Company. The minutes of the Board meeting are circulated in advance to all Directors and confirmed at the subsequent Board meeting.

Name	Category	No. of Board meeting attended during the year 19-20	Whether Attended last AGM	Directorships and Chairmanships/ Memberships in Other Public Companies
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		Board	General	No. of Directors hips	Committee Positions	
					Member	Chairman
Mr. Jayant Mitra	Managing Director, Executive Director	5	Yes	1	4	0
Mr. Ali Ukani	Independent, Non – Executive Director	5	No	0	0	0
Mr. Yeshwant Divekar (till 9.08.2019)	Independent, Non – Executive Director	2	No	0	0	0
Mr Mahesh Doifode (w.e.f 9.08.2019)	Independent, Non – Executive Director	3	Yes	2	0	0

6. Number of board meeting held and dates of board meeting:

During the financial year 2019-2020, the board of directors met five(5) times as under:

30.05.2019	09.08.2019	20.09.2019
07.11.2019	07.02.2020	

7. During the year 2019-2020, information as mentioned in part A of schedule II of SEBI listing regulations, has been placed before the board for its consideration.

8. During the year 19-20, independent director meeting held on 7<sup>th</sup> February, 2020 to review performance of non-independent directors, and the boards as whole.

9. Details of equity shares of the Company held by directors as on 31<sup>st</sup> March, 2020 are given below:

Name	Category	No. of shares held
Mr. Jayant Mitra	Managing Director	100

### C. Committees of the Board

1. There are 4 committees of the Board which are as follows:

Name of the Committee	Extract of terms of reference	Category & Composition		Other details
		Name	Category	

Audit Committee	Committee is constituted in line with provisions of Regulation 18 of SEBI listing regulations, read with section 177 of the Act. 1) Oversight of financial Reporting 2) Reviewing with the Management, the annual financial statement and auditor’s report thereon before submission to the board for approval. 3) Evaluation of internal financial control and risk management systems. 4) Recommendation for appointment remuneration and terms of appointment of auditors of the Company 5) Approve Policies in relation to the implementation of insider trading code to supervise implementation of the same.	Mr. Ali Ukani	Chairman, Non-executive(Independent Director)	1.Audit committee meetings during the year and the gap between two meetings did not exceed 120 days.  2. Quarterly reports are sent to the members of committee on matter relating insider trading.
		Mr.Jayant Mitra	Executive Director	
		Mr. Yeshwant Divekar	Non-executive(Independent Director)	
		Mr. Mahesh Doifode	Non-executive(Independent Director)	
Nomination & Remuneration Committee	Committee is Constituted in line with the provision of regulation 19 of SEBI listing regulations, read with section 178 of the Act, 1) Recommend to the board the setup and composition of the Board and its committees 2) Recommend to the board the appointment /Re-appointment of directors and key managerial personal 3)Carry out evaluation of every director’s performance and support the board and independent directors in evaluation performance of board, its committees and individual directors.	Mr. Ali Ukani	Chairman, Non-executive(Independent Director)	1) — Nomination and remuneration committee meeting were held during the year 2019-2020. 2) Details of performance evaluation criteria and remuneration policy are available Company website.
		Mr. Yeshwant Divekar	Non-executive(Independent Director)	
		Mr. Mahesh Doifode	Non-executive(Independent Director)	

	4) Recommend to the board the remuneration policy for directors, executive team or KMP as well as the rest of employees.			
Stakeholders relationship committee	Committee is constituted in line with the provision of regulation 20 of SEBI listing regulation read with section 178 of the Act. 1) Consider and resolve the grievances of security holders. 2) Consider and approve issue of share certificate, issue duplicate share certificates etc.	Mr. Ali Ukani*	Chairman, Non-executive(Independent Director)	1) Two meeting of the stakeholders relationship committees was held during the year, meeting date mentioned in below.
		Mr.Jayant Mitra	Executive Director	
		Mr. YeshwantDivekar	Non-executive(Independent Director)	
		Mr. Mahesh Doifode	Non-executive(Independent Director)	
Corporate Social Responsibility Committee(“CSR”)	Committee is constitutes in line with the provision of section 135 of the Act, 1.Formulate and recommend to the board, a CSR policy indicating the activities to be undertaken by the company as specified in Schedule VII of the Act. 2.Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR policy	Mr. Ali Ukani	Chairman, Non-executive(Independent Director)	
		Mr.Jayant Mitra	Executive Director	
		Mr. YeshwantDivekar	Non-executive(Independent Director)	
		Mr. Mahesh Doifode	Non-executive(Independent Director)	

### III Details of the Remuneration for the year ended March 31, 2020

#### a) Non-Executive Director

Name	Commission	Sitting fees/professional fees
Mr. Yeshwant Divekar	Nil	Nil
Mr. Mahesh Doifode	Nil	Nil
Mr. Ali ukani	Nil	Nil



Mr. Jayant Mitra	Nil	Nil
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b) Managing Director and Executive Director

Name of director	Salary	Benefits, perquisites and allowances
Mr. Jayant Mitra Managing Director	600,000	Nil

IV. Number of Meeting held and attendance records

Name of committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders relationship committee	Corporate responsibility committee	Independent meeting
Date on which meeting were held	Five meeting held on 30 <sup>th</sup> May, 2019, 9 <sup>th</sup> August, 2019, 20 <sup>th</sup> September, 2019, 7 <sup>th</sup> November, 2019, 7 <sup>th</sup> February, 2020.	One meeting held on 9 <sup>th</sup> August, 2019	Meeting held on 30 <sup>th</sup> May, 2019 and 9 <sup>th</sup> August, 2019	NIL	One Meeting on 7 <sup>th</sup> February, 2020
Attended					
Name of Director				-	
Mr. Jayant Mitra	5	1	2	-	0
Mr. Aliukani	5	1	2	-	1
Mr. Yashwant Devekar	5	1	2	-	1
Mr. Mahesh Doifode	5	1	2	-	1

Note:

The various board Committee's were reconstituted as per SEBI listing regulations as applicable.

V. General Body meeting.

i. General meeting

a. Annual general meeting (AGM):

Financial year	Date	Time	Venue
2016-17	21/09/2017	10.00 A.M.	Event Banquet hall, Near Filmistan Studio, S.V Road, Goregaon(west), Mumbai-400062.
2017-18	29/09/2018	10.00 A.M.	
2018-19	15/09/2019	10.00A.M.	

VI. Other Disclosure

Particulars	Regulations	Details
Related party transaction	Regulation 23 of SEBI listing regulations and as defined under the Act.	All Material transactions entered into with related parties during the financial year were in the Normal course of business and approved by the audit committee. The board approved policy for Related Party Transactions is uploaded on the website of the Company.
Whistle blower policy and vigil mechanism	Regulation 22 of SEBI listing regulation	The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for directors and employees to report concern about unethical behaviour.
Policy on preservation documents	Regulation 9 of SEBI listing regulation	The Company has adopted a policy on preservation of documents

Reconciliation of share capital audit	Regulation 55A of the SEBI(Depositaries and Participants) regulations,1996	A Qualified Practicing Company secretary carried out a share capital audit to reconcile the total admitted equity share capital with “NSDL” and “CDSL” and the total issued and listed equity share capital. The audit report is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL, CDSL
Code of Conduct	Regulation 17 of SEBI Listing regulations	The Members of the board and senior management personnel have affirmed compliance with the code of conduct applicable to them during the year ended March 31, 2020. The annual report of the company contain a certificate by the managing director, on the compliance declarations received from independent directors.

## VII. General Shareholders Information

### A) Annual general meeting for F.Y 2019-2020

Particulars	Details
Date	15 <sup>th</sup> September, 2020
Time	10.00 A.M
Venue	through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility.
Particulars of Directors seeking appointment/re-appointments at the ensuing AGM as required regulations 36(3) of the SEBI Listing regulation, 2015	As details attached in AGM notice
Financial calendars	March 31
AGM in	September
Dividend payment	Nil
Date of Book Closure/ record date	As mentioned in notice of the AGM to be held on 15 <sup>th</sup> September, 2020.
Listing on stock exchange	<b>BSE Limited(“BSE”)</b> 25 <sup>th</sup> Floor, P.J Towers, Dalal Street, Mumbai-400001. <b>Metropolitan Stock Exchange of India Ltd(MSEI)</b> Vibgyor towers, 4 <sup>th</sup> floor, plot no C 62, G-block, opp. Trident hotel, Bandra kurla complex, Bandra (East),Mumbai-400098.
Stock Codes/Symbol- BSE	539196
Stock Codes/symbol-MSEI	COTL
Listing fees BSE	As applicable have been paid
Listing Fees MSEI	
Corporate Identity number(CIN) of the Company	L72900MH2000PLC123796

### B). Market Price data:

High, Low (Based on daily Closing prices) and number of equity shares traded during each month in the year 2019-20 on BSE.

Month	BSE			MSEI		
	High (Rupees)	Low(rupees)	Total Numbers of equity shares	High (Rupees)	Low(rupees)	Total Numbers of equity shares

			traded			traded
April-2019	0.42	0.35	1,06,443	Not applicable		
May- 2019	0.38	0.32	80,157			
June-2019	0.36	0.33	54,591			
July-2019	0.33	0.24	65,561			
August-2019	0.26	0.21	33,906			
September-2019	0.20	0.19	31,276			
October-2019	0.20	0.19	33,112			
November-2019	0.19	0.19	31,375			
December-2019	0.19	0.19	27,193			
January-2020	-	-	-			
February-2020	0.21	0.19	2,216			
March-2020	0.20	0.20	22			

C) Registrars and Transfer Agents:

Name and Address	Universal Capital Securities Private Limited 21, shakilNiwas, opp. Satyasai baba Temple, Mahakali Caves road, Andheri (East), Mumbai-400093.
Telephone no./Fax no.	022-28257641/022-28207207
Places for acceptance of documents	As mentioned above address

D) Outstanding GDRs / ADRs/ Warrants or any Convertible instruments, Conversion date and likely impact on equity: There are 7375050(Seventy Three Lakhs, Seventy Five Thousand and Fifty) number of shares issued as GDR are outstanding as on 31<sup>st</sup> March, 2020.

Shareholding pattern as at 31<sup>st</sup> March, 2020

Category	No. of Shares held	Percentage to total share capital
Promoters	5,94,56,774	38.33
FII/NRI/OCBs	39785925	25.65
Indian Public	36978625	23.84
Financial Institutions / Banks	14352	0.01
Any other	11496264	7.42
GDR	73,75,050	4.75
<b>Total</b>	<b>15,51,06,990</b>	<b>100</b>

E) Distribution of shareholding as on 31<sup>st</sup> March, 2020

Range	Shareholders		Shares	
No. Of share	Numbers	% of total shareholders	Numbers	% of Total Shareholding

Up to 500	15575	77.407	1755474	1.132
501-1000	1477	7.341	1235849	0.797
1001-2000	955	4.746	1504169	0.970
2001-3001	422	2.097	1099317	0.709
3001-4000	195	0.969	702135	0.453
4001-5000	342	1.700	1661758	1.071
5001-10000	489	2.430	3857879	2.487
10000 and above	666	3.310	143290409	92.382
<b>Total</b>	<b>20121</b>	<b>100</b>	<b>155106990</b>	<b>100.000</b>

**Address for correspondence:**

**Commex Technology Limited**

B-401, Unit No.- 42,  
4th Floor,Vasudev Chamber,  
Opp Wilson Pen Company,Old,  
Nagardas Road, Andheri (East),  
Mumbai, MH, 400069

Tel: +91 (22) 2621 2117/19

Fax: +91 (22) 2621 2118

Email: [investor@commextechnology.com](mailto:investor@commextechnology.com)

Website: [www.commextechnology.com](http://www.commextechnology.com)

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

Both these Codes are available on the Company's website. I confirm that the Company has in respect of the financial year ended March 31, 2020, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, Managing Director as on March 31, 2020.

**Date: 17<sup>th</sup> August, 2019**

**Place: Mumbai**

**By Order of the Board of Directors**

**Sd/-**

**Jayant Mitra  
Chairman & Managing Director**

## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members,**  
**Commex Technology Limited.**

1. We have examined the compliance of conditions of Corporate Governance by Commex Technology Limited. ("the Company"), for the year ended on 31st March, 2020, as stipulated in:

- Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

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

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2020.

5. We 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.

**Mulraj D. Gala**  
**Chartered Accountant**

**Membership No. : 041206**

## **Independent Auditor's Report**

**To,**  
The Members of **COMMEX TECHNOLOGY LIMITED**

### **Report on the Standalone Ind AS Financial Statements**

We have audited accompanying standalone Ind AS financial statements of **COMMEX TECHNOLOGY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss (including other comprehensive income) and Cash Flow Statement and the Statement for Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 Standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS financial statements.

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

#### **Basis for Qualified Opinion:**

- a. The Company has accumulated losses and its net worth has been fully eroded, the Company has incurred net loss/net cash loss during the year ended March 31, 2020 and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.
- b. The company has not evaluated whether any impairment provision is required for expected credit losses (ECL) in accordance with Ind AS 109 - 'Financial Instruments' for Trade Receivables aggregating to Rs. 238.86 Lakh. In the absence of relevant information, third party confirmation/reconciliation and detailed working, we are unable to comment upon its recoverability and corresponding impact of impairment on the loss of the year, if any.

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in Basis for Qualified Opinion Paragraph above, the aforesaid Standalone Ind AS 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, including the Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) as at March 31, 2020, and its losses (financial performance including other comprehensive income), its Cash Flow and the changes in equity for the year ended on that date.

#### **Emphasis of Matter**

- a. As stated in Note No. 23.6 of Notes on Standalone Financial Statements, the Company has made provision for income tax liability till date in books of accounts. However, the Company has neither paid these taxes nor filed its return of income since F.Y.2012-13.
- b. As stated in Note No. 23.7 of Notes on Standalone Financial Statements, Other Current Assets as at March 31, 2020 includes Rs 46.37 Lakhs receivable from various Government Authorities



which are pending for assessments. The Management is confident of ultimate recovery of the amounts and we have relied on the management assertions of recovery.

## **Report on other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and except for the possible effects of matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Standalone Ind As Financial Statements.
- b) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Ind As Financial Statements have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Standalone Ind As financial statements.
- d) Except for the possible effects of matters described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors, as on March 31, 2020 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements disclose the impact of pending litigations on the financial position of the Company;
  - ii. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts.

- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Mulraj D. Gala**

**Chartered Accountant**

**Membership No. : 041206**

**UDIN: 20041206AAAALR8053**

**Mumbai**

**30<sup>th</sup> July, 2020**

## ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 2 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of COMMEX TECHNOLOGY LIMITED for the year ended March 31, 2020.

- i. The Company does not have any fixed assets as on date and hence reporting under clause 3(i) of the CARO 2016 is not applicable.
- ii. The Company's nature of operations does not require it to hold inventories. Consequently clause 3(ii) of the order is not applicable.
- iii. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence sub clauses (a) & (b) of clause 3(iii) of the order are not applicable to the Company.
- iv. According to information and explanation provided to us there are no loans, investments, guarantees and securities, hence the Company is not required to report under clause 3(iv) of the CARO 2016.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause (v) is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under sub-Section (1) of Section 148 of the Companies Act, for any of the products of the Company.
- vii. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise duty, value added tax, cess, Goods & Service Tax and any other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	Amount (in Lakhs)
1	Income Tax Act, 1961	Tax Deducted at Source	Income Tax Department	0.91
2	Central Excise Act, 1944	Service Tax	Service Tax Department	35.59
3	Maharashtra Sales Tax Act	Profession Tax	Profession Tax Department	0.04
4	Provident Fund Act	Administrative Charges	Provident Fund Organization	0.01
5	Income Tax Act, 1961	Income Tax Liability	Income Tax Department	687.66

- b) There were no disputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, cess, Goods & Service Tax and any other material statutory dues applicable to it.
- viii. The Company has not taken any loans or borrowings from financial institution, banks, government or due to debentureholders. Consequently, clause 3(viii) of the order is not applicable.
- ix. The Company has not raised any moneys by way of public issue/ further offer including debt instruments. The moneys raised on Term loans have been applied for the purpose for which it was raised.
- x. To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. There is no managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the Companies Act, 2013. Consequently, clause 3(xi) of the CARO 2016 is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. The Company has complied with the provisions of Section 177 and 188 of Companies Act, 2013 in respect of transactions with the related parties and has disclosed the details in the Financial Statements in accordance with the Indian Accounting Standard 24.
- xiv. The Company has not made any preferential allotment or private placement of shares or has fully or partly convertible debentures during the year under review and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence clause 3(xv) of the Order is not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to obtain registration under Section 45IA of the Reserve Bank of India Act, 1934 and therefore clause 3(xvi) of the Order is not applicable.

**Mulraj D. Gala**

**Chartered Accountant**

**Membership No. : 041206**

**Mumbai**

**30<sup>th</sup> July, 2020**

## **ANNEXURE B TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of COMMEX TECHNOLOGY LIMITED ("the Company") as of 31 March 2020 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

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

**Mulraj D. Gala**

**Chartered Accountant**

**Membership No. : 041206**

**Mumbai**

**30<sup>th</sup> July, 2020**

Audited Financial statements for the period ended March 31, 2020				
Standalone Balance Sheet as at March 31, 2020				
Particulars	Note	As at March 31, 2020	As at March 31, 2019	
<b>ASSETS</b>				
<b>Non-current assets</b>				
Financial assets				
i. Investments		-	-	
<b>Total non-current assets</b>		-	-	
<b>Current assets</b>				
Financial assets				
i. Trade receivables	2	238.86	282.12	
ii. Cash and cash equivalents	3	18.82	15.87	
iii. Other Financial Assets	4	1.23	1.23	
Other current assets	5	46.39	46.37	
<b>Total current assets</b>		<b>305.30</b>	<b>345.59</b>	
<b>Total assets</b>		<b>305.30</b>	<b>345.59</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	6	3,380.77	3,380.77	
Other equity	7	-3,883.42	-3,840.55	
<b>Total equity</b>		<b>-502.65</b>	<b>-459.79</b>	
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Long term provision	8	1.90	1.90	
<b>Total non-current liabilities</b>		<b>1.90</b>	<b>1.90</b>	
<b>Current liabilities</b>				
Financial liabilities				
i. Trade payables	9	1.11	1.36	
Other current liabilities	10	68.23	65.39	
Short term provision	11	736.71	736.72	
<b>Total current liabilities</b>		<b>806.05</b>	<b>803.49</b>	
<b>Total liabilities</b>		<b>807.95</b>	<b>805.38</b>	
<b>Total equity and liabilities</b>		<b>305.30</b>	<b>345.59</b>	

The accompanying notes are an integral part of the financial statements.				
<b>Summary of significant accounting policies</b>	<b>1</b>			
<b>IND-AS Notes</b>	<b>17 to 22</b>			
<b>Other Notes</b>	<b>23</b>			
As per our report of even date attached				
<b>MULRAJ D GALA</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>		
<b>Chartered Accountant</b>				
<b>Membership No : 041206</b>				
		<b>JAYANT MITRA</b>	<b>ALI UKANI</b>	
		<b>DIRECTOR</b>	<b>DIRECTOR</b>	
<b>MUMBAI</b>		<b>DIN: 00801211</b>	<b>DIN: 07649612</b>	
<b>30th July, 2020</b>				



<b>Standalone statement of profit and loss for the period ended March 31, 2020</b>			<b>(₹ in Lakhs)</b>		
<b>Particulars</b>	<b>Note</b>	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>		
Revenue from operations		-	-		
Other income		-	-		
<b>Total Revenue</b>		-	-		
<b>Expenses</b>					
Employee benefit expenses	12	6.76	5.27		
Depreciation and amortisation expense		-	-		
Net finance costs	13	0.03	0.03		
Other expenses	14	36.09	31.16		
<b>Total expenses</b>		<b>42.87</b>	<b>36.45</b>		
<b>Profit before exceptional items, share of net profits of investments accounted for using the equity method and tax</b>		<b>(42.87)</b>	<b>(36.45)</b>		
Share of net profits of associates and joint ventures accounted for using the equity method		-	-		
<b>Profit before exceptional items and tax</b>		<b>(42.87)</b>	<b>(36.45)</b>		
Exceptional items	15	-	-		
<b>Profit before tax</b>		<b>(42.87)</b>	<b>(36.45)</b>		
Income tax expense					
- Current tax		-	-		
- Deferred tax		-	-		
- Tax adjustment of earlier years		-	-		
<b>Total tax expense/(credit)</b>		-	-		
<b>Profit from continuing operations</b>		<b>(42.87)</b>	<b>(36.45)</b>		
<b>Other Comprehensive Income</b>					
A. (i) Items that will not reclassified to profit or loss		-	-		

(ii) Income tax relating to items that will not reclassified to profit or loss					
B. (i) Items that will not reclassified to profit or loss		-	-		
(ii) Income tax relating to items that will not reclassified to profit or loss					
Total Other Comprehensive Income for the year		-	-		
<b>Total Comprehensive Income for the year</b>		<b>(42.87)</b>	<b>(36.45)</b>		
Earning per equity share (Face Value of Rs. 2/- each)	<b>16</b>				
(1) Basic		<b>(0.03)</b>	<b>(0.02)</b>		
(2) Diluted		<b>(0.03)</b>	<b>(0.02)</b>		
<b>The accompanying notes are an integral part of the financial statements.</b>					
<b>Summary of significant accounting policies</b>	<b>1</b>				
<b>IND-AS Notes</b>	<b>17 to 22</b>				
<b>Other Notes</b>	<b>23</b>				
As per our report of even date attached		<b>FOR AND ON BEHALF OF THE BOARD</b>			
<b>MULRAJ D GALA</b>					
<b>Chartered Accountant</b>					
<b>Membership No : 041206</b>		<b>JAYANT MITRA</b>	<b>ALI UKANI</b>		
		<b>DIRECTOR</b>	<b>DIRECTOR</b>		
		<b>DIN: 00801211</b>	<b>DIN: 07649612</b>		
<b>MUMBAI</b>					
<b>30th July, 2020</b>					

Standalone Cash Flow Statement For the Year Ended March 31, 2020				
			(₹ in Lakhs)	
Particulars	Year ended	Year ended		
	March 31, 2020	March 31, 2019		
<b><u>A. Cash Flow from Operating Activities</u></b>				
Net Profit before taxation	(42.87)	(36.45)		
Adjustments for:				
Depreciation	-	-		
Interest	0.03	0.03		
interest on fixed deposit	-	-		
Net Loss of sale of Current Asset	-	-		
Profit/loss on sale / written off of FA	-	-		
Investment written off	-	-		
Capital Work in Progress Written off	-	-		
Impairment of Goodwill		-		
<b>Operating Profit before Working Capital changes</b>	<b>(42.84)</b>	<b>(36.42)</b>		
Adjustments for working capital changes:				
(Increase) / Decrease in Other Current Assets	(0.02)	41.04		
(Increase) / Decrease in Trade Receivables	43.26	-		
(Increase) / Decrease in Other Financial Assets	(0.02)	-		
Increase/(Decrease) in Long term provision	(0.00)	-		
Increase/(Decrease) in Short term provision	-	(0.20)		
Increase/(Decrease) in Trade Payable	(0.25)	(0.18)		
Increase/(Decrease) in Other liabilities	2.84	(4.63)		
<b>CASH GENERATED FROM OPERATIONS</b>	<b>2.97</b>	<b>(0.40)</b>		
less: income tax paid	(0.00)	(0.01)		
<b>Net Cash inflow from/ (outflow) from Operating activities</b>	<b>2.97</b>	<b>(0.39)</b>		
<b><u>B. Cash Flow from Investing Activities</u></b>				
Purchase of Fixed Asset	-	-		
Proceeds from sale of Current Investments	-	-		
Interest Received	-	-		
<b>Net Cash inflow from/ (outflow) from Investing activities</b>	<b>-</b>	<b>-</b>		
<b><u>C. Cash Flow from Financing Activities</u></b>				
Loan from Holding Company *				
Interest Paid	(0.03)	(0.03)		
<b>Net Cash inflow from/ (outflow) from Financing activities</b>	<b>(0.03)</b>	<b>(0.03)</b>		

<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>2.94</b>	<b>(0.41)</b>		
<b>Opening Cash and Cash Equivalents</b>		<b>15.87</b>	<b>16.29</b>		
<b>Closing Cash and Cash Equivalents</b>		<b>18.82</b>	<b>15.87</b>		
<b>Notes:</b>					
1.Cash& Cash Equivalents includes Cash in hand and Bank Balances.					
The accompanying notes are an integral part of the financial statements.					
As per our report of even date attached	<b>FOR AND ON BEHALF OF THE BOARD</b>				
<b>MULRAJ D GALA</b>					
<b>Chartered Accountant</b>					
<b>Membership No : 041206</b>	<b>JAYANT MITRA</b>	<b>ALI UKANI</b>			
	<b>DIRECTOR</b>	<b>DIRECTOR</b>			
	<b>DIN: 00801211</b>	<b>DIN: 07649612</b>			
<b>MUMBAI</b>					
<b>30th July, 2020</b>					

## **COMMEX TECHNOLOGY LIMITED**

### **Notes to financial statements for the Year Ended March 31, 2020**

#### **Note No. 1:**

##### **Note No. 1A - Company Overview**

Commex Technology Limited (Formerly Known as IT People (India) Ltd.) is a Company promoting software products and solutions to the capital and commodities markets and IT Consulting Services and solutions to companies worldwide. The Company is listed at the BSE Ltd. and Metropolitan Stock Exchange of India Ltd.

Software products includes products, solutions and services division for the financial and capital markets addressing Stock and Commodities Exchange, intermediary Brokerage House, Merchant banking Operation and Financial services in India and Overseas.

##### **Incorporation and Registration**

"Commex Technology Limited" was originally incorporated as a Private Limited Company with the name "Global e-Com (India) Private Limited" on 24th January 2000, under Companies Act, 1956, and was issued a certificate of incorporation bearing number 11-123796 of 2000 by the Registrar of Companies Maharashtra. The Company became a Public Limited Company on 8th February 2000 and the name of the Company was changed to "Global e-Com (India) Limited", thereafter, on 11th April 2000 the name of the Company was again changed to "Balwas e-Com India Limited".

The Company subsequently on 28th October 2003 changed its name to "StarmaxInfomedia Limited" and was issued with a fresh certificate of Incorporation consequent upon change of name on its acquisition by "IT People Private Limited".

The Company subsequently on 22nd November, 2004 changed its name to "IT People (India) Limited" and was issued a fresh certificate of Incorporation consequent upon change of name bearing number L72900MH2000PLC123796 by the registrar of Companies, Maharashtra. Further on 14th November, 2011 the name of the Company was again changed to "Commex Technology Limited".

##### **Note No. 1.B - Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **(A) Basis Of Preparation Of Financial Statement**

###### **i) Compliance with Ind AS**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements up to year ended March 31, 2020 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) notified under Section 133 of the Act and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to IND AS is 1st April, 2016.

The financial statements were authorized for issue by the Company's Board of Directors on 30th July, 2020.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

## **ii) Historical cost convention**

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.
- (c) Investments are measured at fair value.

## **(iii) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

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

## **(I) Financial Assets**

### **(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.
- (b) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income., except for investment in associates and subsidiaries which are carried at cost.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

### **(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### **(a) Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other

comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established; except for investments in associates and subsidiaries which are carried at cost.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **(iii) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### **(iv) Derecognition of financial assets**

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **(II) Financial Liabilities**

### **(i) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

### **(ii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially

different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **iii) Current and Non Current Classification.**

All assets and liabilities have been classified as current or non-current as per the Company's 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 – non-current classification of assets and liabilities.

### **(B) Use of Estimates**

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring adjustment to the carrying amount of assets or liabilities in future periods.

### **(C ) Property, Plant and Equipment**

On transition to Ind AS, The group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **Depreciation**

Depreciation is provided on a pro rata basis a on straight line basis using the rates arrived at based on useful lives which is as prescribed under Schedule II to the Companies Act, 2013. Depreciation for the assets purchased or sold during the period is proportionately charged. The company has used the following rates to provide depreciation on its fixed assets.

The Management estimates the useful lives for the fixed assets as follows.

#### **Description of the Asset**

##### **Tangible Assets**

##### **Useful Life Applied**

Furniture and Fixtures\*

12.5 Years

\*For these class of assets, based on internal assessment and technical evaluation carried out, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

### **D) Intangible assets**



On transition to Ind AS, The group has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets.

An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and (b) the cost of the asset can be measured reliably.

#### **Amortisation on Intangible asset**

Internet Portal is capitalised where it is expected to provide future enduring economic benefits.

Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 5 years on straight-line method.

#### **(E) Impairment of Tangible and Intangible Asset**

The carrying amounts of all assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An assets is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

#### **(F) Investments**

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss; except for investment in Associates and subsidiaries which are carried at cost

#### **(G) Revenue Recognized**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliable measured. The followings specific recognition criteria must also be met before revenue is recognized.

#### **Income from services**

Revenues from contract priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contracts using the proportionate completion method, with contract costs determining the degree of completion, foreseeable losses on such contracts are recognized when probable.

Revenues from sale of software licenses are recognized upon delivery where there is no customization required. In case of customization the same is recognized over the life of the contract using the proportionate completion method.

Revenues from maintenance contracts are recognized pro-rata over the period of the contract.

Revenues are reported net of discounts.

#### **(H) Foreign Currency Translation**

The Company has the billing process whereby it bills its overseas clients in INR and the amount is remitted by the overseas clients by converting the equivalent local currency equivalent to the Billing made in INR.

#### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are measured at fair value or other similar valuation denominated in foreign currency are transferred using the exchange rate at the date when such value was determined.

### **(I) Income Tax**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier years. Deferred tax is measured using the tax rates and tax laws enacted or substantially enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses all deferred tax assets are recognized only if there is virtual certainty supporting evidence that they can be realized against future taxable profits.

In situation where the company is entitled to a tax holiday under the Income Tax Act 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates no deferred tax (assets or liabilities) is recognized in respect of timing difference which reverse during the tax holiday period to the extent the company's gross total income is subjected to the deduction during the tax holiday period.

Deferred tax in respect of timing difference which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However the company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually as the case may be that sufficient future taxable income will be available against which deferred tax assets can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

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

Minimum alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an assets only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an assets in accordance with the Guidance Note on Accounting for credit available of minimum alternate tax under Income Tax Act 1961. The said assets is created by way of credit to the statement of profit and loss and shown as "MAT credit Entitlement". The company reviews the MAT credit entitlement assets at each reporting date and writes down the assets to extent the company does not have convincing evidence that it will pay normal tax during the specified period.

#### **(J) Earnings per Share**

##### **Basic earnings per share**

Basic earnings per share is calculated by dividing:

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

##### **Diluted earnings per share**

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

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

#### **(K) Employment Benefits**

The Company's contribution to provident fund is accounted on accrual basis and is charged to the profit and loss account.

No provision has been considered necessary towards gratuity since none of the employees have put in the qualified number of years of service with the Company.

#### **(L) Provisions**

Provisions are recognized when the company has present obligation as a results of past events. It is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed for example under Insurance Contract, the re-imbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expenses relating to any provision is presented in the statement of profit and loss net of any reimbursement.

##### **Warranty provisions**

Provisions for warranty related costs are recognized when the products is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

**(M) Contingent Liability**

A contingent liability possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

**(N) Contingent Assets**

Contingent Assets are disclosed, where an inflow of economic benefits is probable. Contingent assets are neither recognised nor recorded in financial statements.

**(O) Cash & Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(P) Exceptional Items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

<b>Notes to financial statements for the Year Ended March 31, 2020</b>				
<b>Note 2- Trade receivables</b>		<b>(₹ in Lakhs)</b>		
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>		
<b>(Unsecured) (Refer Note No 23.08)</b>				
Over six months from the date they were due for payment				
Considered Good	238.86	282.12		
Considered doubtful	-	-		
	<b>238.86</b>	<b>282.12</b>		
<b>Total</b>	<b>238.86</b>	<b>282.12</b>		
<b>Note 3 - Cash and cash equivalents</b>		<b>(₹ in Lakhs)</b>		
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>		
Bank balances	2.99	0.31		
Cash on hand	0.27	0.00		
Unpaid Dividend Account	2.60	2.60		
(refer note no 3.1)				
Margin Money Deposit	12.96	12.96		
<b>Total</b>	<b>18.82</b>	<b>15.87</b>		
<b>Note No . 3.1</b>				
The balances can be utilised only towards settlement of the unpaid dividend.				
<b>Note 4 - Other Financial Assets</b>		<b>(₹ in Lakhs)</b>		
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>		
<b>(Unsecured, Considered Good unless otherwise specified)</b>				
<b>Security Deposit</b>				
Rent Deposit	0.50	0.50		
Deposit with others	0.73	0.73		
<b>Total</b>	<b>1.23</b>	<b>1.23</b>		

<b>Note 5 - Other Current Assets (Unsecured, Considered Good unless otherwise specified)</b>		<b>(₹ in Lakhs)</b>			
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>			
Advance recoverable in cash or kind	-	-			
Other loans and advances					
Balance with government authorities	46.37	46.37			
Other advances	0.02	-			
<b>Total</b>	<b>46.39</b>	<b>46.37</b>			
<b>Note 6 - Equity Share Capital</b>		<b>(₹ in Lakhs)</b>			
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>			
<b>Authorised</b>					
26,25,00,000 Equity shares of Rs. 2/- each and Rs. 7,50,00,000 unclassified shares	6,000.00	6,000.00			
<b>Issued, Subscribed and Paid-up</b>					
14,77,31,940 Equity Shares of Rs. 2/- each fully paid up	2,954.64	2,954.64			
<b>Forfeited Equity Shares</b>					
Balance as per the last financial statements	278.63	278.63			
<b>Global Depository Receipts (GDR)</b>					
1,47,501 GDR each representing 50 equity shares of Rs. 2/- each fully paid up	147.50	147.50			
<b>Total</b>	<b>3,380.77</b>	<b>3,380.77</b>			
<b>Note No. 6.1</b>					
<b>The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period 31.03.2020</b>					
					<b>(₹ in Lakhs)</b>
<b>Particulars</b>	<b>As at March 31, 2020</b>		<b>As at March 31, 2019</b>		
	<b>No. of shares</b>	<b>Amount</b>	<b>No. of shares</b>	<b>Amount</b>	
Number of Shares at Beginning	14,77,31,940	2,954.64	14,77,31,940	2,954.64	
Add: Shares issued during the year	-	-	-	-	
less: Shares bought back (if any)	-	-	-	-	
<b>Number of Shares at End</b>	<b>14,77,31,940</b>	<b>2,954.64</b>	<b>14,77,31,940</b>	<b>2,954.64</b>	

				40	
The reconciliation of the Global Depository Receipts outstanding at the beginning and at the end of the reporting period 31.03.2020					
					(₹ in Lakhs)
Particulars		As at March 31, 2020		As at March 31, 2019	
		No. of shares	Amount	No. of shares	Amount
Number of Shares at Beginning		1,47,501	147.50	1,47,501	147.50
Add: Shares issued during the year		-	-	-	-
less: Shares bought back (if any)		-	-	-	-
Number of Shares at End		1,47,501	147.50	1,47,501	147.50
Note No. 6.2					
6.2.1 Terms/rights attached to Equity Shares					
The company has only one class of the shares having a par value of ₹ 2/- per shares. Each holder of equity shares is entitled to one vote per share.					
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.					
6.2.2 Terms/rights attached to Global Depository Receipts					
The Global Depository Receipts ("GDRs") represented by this certificate are each issued in respect of 50 equity Shares of par value ₹ 2/- each (the "Shares") in Commex Technology Limited (Formerly Known as IT People (India) Limited) (the "Company") pursuant to and subject to a depository agreement dated 18th May, 2009, and made between the Company and Deutsche Bank Trust Company Americas depository and/or any other depository which may from time to time be appointed under the agreement (the "Depository") (such agreement, as amended from time to time, being hereinafter referred to as the "Deposit Agreement"). In the event of windup of the Company, the holders of the shares are entitled to be repaid the amounts of paid up capital or credited as paid up on their Shares. All surplus assets remaining after payments are made to holders of any preference Shares belong to holders of the Shares in proportion to the amount paid-up or credited as paid-up on such shares at the commencement of the winding-up.					
Note No. 6.3					
The details of shareholders holding more than 5% shares in the company:					
Name of Shareholders		No. of shares held	% held as at March 31, 2020	No. of shares held	% held as at March 31, 2019
Equity Shares of Rs.2/- each fully paid					
Skyline Capital Private Limited		574.43	38.88	574.43	38.88
Stream Value Fund		77.02	5.21	77.02	5.21
Elara Capital PLC		104.25	7.06	104.25	7.06

	<b>Note No. 7: Other Equity</b>		<b>(₹ in Lakhs)</b>		
		<b>As at</b>	<b>As at</b>		
	<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>		
	Securities Premium Reserve	6,288.20	6,288.20		
	Securities Premium Reserve- GDR	3,146.20	3,146.20		
	General Reserve	1,721.10	1,721.10		
	General Reserve-Consolidation	-	-		
	Retained Earnings	(15,038.92)	(14,996.05)		
	Other Comprehensive Income	-	-		
	<b>Total</b>	<b>(3,883.42)</b>	<b>(3,840.54)</b>		
	<b>For movement, refer statement of change in equity</b>				
	<b>7.1 Securities Premium Reserve</b>				
	The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issue bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.				
	<b>7.2 General Reserve</b>				
	General reserve forms part of the retained earning and is permitted to be distributed to shareholders as part of dividend and is created out of transfer from retained earnings.				
	<b>7.3 Retained Earnings</b>				
	Retained Earnings includes the Company's cumulative earning and losses respectively.				
	<b>Note 8- Long term provision</b>		<b>(₹ in Lakhs)</b>		
	<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>		
	Provision for Gratuity (Unfunded)	1.90	1.90		
	<b>Total</b>	<b>1.90</b>	<b>1.90</b>		
	<b>Note 9- Trade Payables</b>				
	<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>		
	Dues of micro and small enterprises	-	-		
	(Refer note No. 9.1)				
	Dues other than micro and small enterprises (Refer Note No. 9.1)	1.11	1.36		
	<b>Total</b>	<b>1.11</b>	<b>1.36</b>		



<b>Note No. 9.1</b>				
The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.				
<b>Note 10- Other Current Liabilities</b>		(₹ in Lakhs)		
<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>		
Unclaimed Dividend	2.59	2.59		
Statutory Liabilities	36.91	36.56		
Others	28.73	26.24		
<b>Total</b>	<b>68.23</b>	<b>65.39</b>		
<b>Note 11- Short Term Provisions</b>				
<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>		
Provision for leave encashment	0.30	0.30		
Provision for expenses	2.38	2.38		
Provision for tax (net of advance tax)	734.03	734.03		
<b>Total</b>	<b>736.71</b>	<b>736.71</b>		

Notes to financial statements for the Year Ended March 31, 2020		
<b>Note 12 - Employee benefit expenses</b>		
	(₹ in Lakhs)	
<b>Particulars</b>	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Basic Salary, Wages & Allowances	6.76	5.22
Contribution towards PF & Other funds	-	0.00
Staff Welfare	0.00	0.05
<b>Total</b>	<b>6.76</b>	<b>5.27</b>

<b>Note 13 - Finance costs</b>		<b>(₹ in Lakhs)</b>	
<b>Particulars</b>		<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Bank Charges		0.02	0.01
Interest on TDS		0.01	0.01
<b>Total</b>		<b>0.03</b>	<b>0.03</b>

<b>Note 14 - Other expenses</b>		<b>(₹ in Lakhs)</b>	
<b>Particulars</b>		<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Security Charges		-	0.52
Repairs & Maintenance expenses		-	0.16
Telephone & Mobile Expenses		0.01	0.08
Rent Office/Godown		3.29	3.12
Auditors Remuneration-Audit Fees		1.25	1.25
Auditors Remuneration-Others		0.16	0.46
Legal & Company Secretarial Expenses		1.66	2.90
Office Expenses		-	5.81
Professional Charges		16.07	9.14
Car Insurance		0.38	0.37
Listing/Filing/CDSL Charges		10.71	3.52
Printing & Stationary		0.51	0.85
Membership & Subscription Charges		0.97	-
Sundry Expenses		-	0.96
Rates and Taxes		1.09	-
Sundry Balances W/off		-	2.01
<b>Total</b>		<b>36.09</b>	<b>31.16</b>

Note 15- Exceptional Items			(₹ in Lakhs)
Particulars	Year ended March 31, 2020	Year ended March 31, 2019	
Sundry Balance Written off	-	-	
Impairment of Investment	-	-	
Fixed Assets Written Off	-	-	
<b>Total</b>	<b>-</b>	<b>-</b>	

Note 16- Earning per Share			(₹ in Lakhs)
Particulars	Year ended March 31, 2020	Year ended March 31, 2019	
(A) Profit attributable to Equity Shareholders (Rs.)	(42.87)	(36.45)	
(B) No. of Equity Shares outstanding during the year	15,51,06,990	15,51,06,990	
(C) Face Value of each Equity Share (Rs.)	10	10	
(D) Basic and Diluted earning per share (Rs.)	<b>(0.03)</b>	<b>(0.02)</b>	

## Notes to financial statements for the Year Ended March 31, 2020

### 17 Fair value measurements

#### Financial instruments by category:

(₹ in Lakhs)

Particulars	31 March 2020		31 March 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial Assets – Current</b>				
-	-	-	-	-
Investment in Gold	-	-	-	-
Cash and cash equivalents	-	18.82	-	15.87
Trade Receivables	-	238.86	-	282.12
Other Financial Assets	-	1.23	-	1.23
<b>Financial Liabilities - Current</b>				
Trade payables	-	1.11	-	1.36

#### I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

#### II. Assets and liabilities which are measured at amortised cost for which fair values are disclosed (It is categorised under Level 2 of fair value hierarchy)

(₹ in Lakhs)

Particulars	31 March 2020		31 March 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b><u>Financial Assets – Current</u></b>				
Cash and cash equivalents	-	18.82	-	15.87
Trade Receivables	-	238.86	-	282.12
Other Financial Assets	-	1.23	-	1.23
<b><u>Financial Liabilities - Current</u></b>				
Trade payables	-	1.11	-	1.36
<b><u>Investments in Equity Instruments</u></b>				
Investment in associate company	-	-	-	-
Investment in subsidiary Companies	-	-	-	-

#### 18 **Financial risk management**

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

Considering the state of affairs of the company, the Company is exposed to liquidity risk and Foreign Currency Risk. The Company's senior management oversees the management of these risks.

##### **A Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

#### **Maturities of non – derivative financial liabilities**

**As at 31 March 2020**

(₹ in Lakhs)

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Current</b>				
Trade payables	1.11	-	-	1.11
<b>Total</b>	<b>1.11</b>	<b>-</b>	<b>-</b>	<b>1.11</b>

**As at 31 March 2019**

(₹ in Lakhs)

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
-------------	-------------	-----------------------	----------------	-------

		years		
<b>Financial Liabilities – Current</b>				
Trade payables	1.36	-	-	<b>1.36</b>
<b>Total</b>	<b>1.36</b>	-	-	<b>1.36</b>

As at 31 March 2018

(₹ in Lakhs)

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Current</b>				
Trade payables	1.35	-	-	<b>1.35</b>
<b>Total</b>	<b>1.35</b>	-	-	<b>1.35</b>

## B Market Risk

### (i) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the AED

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	AED
<b>31-Mar-20</b>	
Trade receivables- Foreign Currency	<b>11.63</b>
Trade receivables- INR	<b>238.86</b>
<b>31-Mar-19</b>	
Trade receivables- Foreign Currency	<b>14.94</b>
Trade receivables- INR	<b>282.12</b>

### Sensitivity Analysis

The Company is mainly exposed to changes in AED. The sensitivity analysis demonstrate a reasonably possible change in AED exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD and Euro with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	31 March 2020	31 March 2019
AED	11.94	14.11

**(ii) Price risk**

The company is exposed to price risk in basic ingredients of Company's raw material. The Company monitors its price risk and factors the price increase in pricing of the products.

**19 Capital Management**

Since there are no borrowings, capital gearing ratio is not applicable.

**20 Segment Reporting**

The Company operates in a single reportable segment, which have similar risks and returns for the purpose of Ind AS 108 on 'Operating segments'.

**21 Leases**

The company's leasing arrangements are in respect of office premises taken on Leave and License basis. The aggregate lease rentals of Rs. 3.12 Lakhs (Previous Year: 3.17 Lakhs) are charged as Rent and shown under the Note No. 19 "Other Expenses". These leasing arrangements, which are cancellable, range between eleven months and three years generally or longer and are usually renewable by mutual consent at mutually agreed terms and conditions.

**Related Party**

**22 Disclosures**

a) Name of the related party and description of relationship.

S. No	Related Parties	Nature of Relationship
1	Mr. Shishir Singhal	Company Secretary
2	Skyline Capital Private Limited	Company having significant Influence- Share holding
3	Universal Commodity Exchange Ltd.	Associate Company – Share Holding
4	IT Capital Services Pvt. Ltd.	Wholly Owned Subsidiary
5	Orient Information Technology FZ LLC	Wholly Owned Subsidiary

b) Details of Transactions during the year with related parties.				(₹ in Lakhs)
S. N.	Related parties	Nature of Transactions during the year	At 31st March,2020	At 31st March,2019
1	Mr. Shishir Singhal	Managerial Remuneration	1.08	
2	Skyline Capital Private Limited	Loan & Advances Given:		
		Loan & Advances Given during the year	-	-
		Loan & Advances repaid during the year	-	-
		Loan & Advances written off	-	-
3	Universal Commodity Exchange Ltd.	Impairment of investment	-	-
4	IT Capital Services Pvt. Ltd.	Impairment of investment	-	-
		Loans and advances given during the year	-	-
		Loan & Advances written off	-	-
5	Orient Information Technology FZ LLC	Impairment of investment	-	-

c) Balance at year end				(₹ in Lakhs)
S. N.	Related parties	Nature of Transactions	At 31st March,2020	At 31st March,2019
1	Mr. Shishir Singhal	Managerial Remuneration	0.18	-
2	Skyline Capital Private Limited	Loans & Advances Given	-	-
3	Universal Commodity Exchange Ltd.	Equity Investment at the end of the year	-	-
4	IT Capital Services Pvt. Ltd.	Equity Investment at the end of the year	-	-
		Loans & Advances given	-	-
5	Orient Information Technology FZ LLC	Equity Investment at the end of the year	-	-

Note : Related parties are being recognised/identified by the management and relied upon by the auditors.



	<b>Notes to financial statements for the Year Ended March 31, 2020</b>		
	-		
<b>23</b>	<b><u>Other Notes to Accounts</u></b>		
<b>23.1</b>	Although as per the Balance Sheet for the year ending on 31-3-2020 the Share Capital and General Reserves of the Company are fully eroded due to past losses and write off of all the obsolete assets during the year and Net Current Assets are in the negative, due to short term liabilities being heavy, the Company intends to revive its business and continue its market activities as a Commodity Exchange. The Company is in talks with few strategic investors who are keen on making long term investments in the form of Equity. The talks with the investors are fairly at an advanced stage and the Management is confident that the proposed investments are likely to fructify in the third or fourth quarter of the current Financial Year 2018-19. The Company also intends to resolve various issues with the current investors & lenders and come to an amicable settlement with them, paving way for the revival of the Company very soon. Hence, in the opinion of the Management of the Company, the Company can be treated as Going Concern.		
<b>23.2</b>	Late Sh. Ketan Sheth was the promoter and Managing Director of the Company, managing the affairs of the Company largely single handedly and no other officer of the Company has little knowledge of various transactions, financial or otherwise, made by the said late Ketan Sheth. Sudden, untimely and unexpected demise of late Ketan Sheth on 9-10-2016 caught everyone by surprise & shock and as no one else in the Company had even a semblance of knowledge and control over the activities of the Company. Thus, the operations of the Company were totally paralyzed and came to a total standstill, upon his sad demise. There were no legitimate successors to late Mr. Sheth in the Company and slowly and steadily all the other operational personnel left the Company. Mr. Jayant Mitra, a family friend of late Mr. Sheth, has taken over as the Managing Director only for the purpose of protecting the interest of the general investors and family of Late Sh. Ketan Sheth. The new Management of the Company will try its best to regularize and bring back the Company on track by belated compliances under various statutes, including Companies Act, 2013, Income Tax Act, 1961, requirements under SEBI Act, 1992 etc. However, due to non-availability of operational personnel and paucity of financial resources, the same are delayed.		
<b>23.3</b>	After the sad demise of Sh. Ketan Sheth, all the employees of the persons have left the Company on their own. Only 4 staff members have continued their services on a part time basis, who are not eligible for retirement benefits, in the opinion of the Management of the Company. Hence, no provision is necessary or s made for their retirement benefits.		
<b>23.4</b>	The Company has appointed a whole time Company Secretary as stipulated by Section 203 of the Companies Act, 2013 from the year under review, who looks after all statutory compliances of the Company.		
<b>23.5</b>	The Trade Receivables as disclosed in the Balance Sheet as on 31-3-2020, are the legitimate business dues from overseas customers of the Company. The company is making efforts to get the amount of outstanding debts remitted to India and is confident that the same are recoverable, as these customers are very old and regular customers of the Company. Hence, the management is of the opinion that evaluating trade receivables for any likely impairment is not required for expected credit losses (ECL) in accordance with Ind AS 109.		
<b>23.6</b>	Provisions for Income Tax were made in the Books of Accounts in all the respective years on the basis of Computation of Income provided by the Income Tax advisors to the Group. However, due to severe financial crunch and business related issues during FY 2012-13 onwards, the Company was not in a position to pay the Tax. The Company is confident that the amount can be paid off once the operations of the Company are revived.		

<b>23.7</b>	The Company has several amounts due from various statutory authorities disclosed under the head Other Current Assets as at March 31, 2020, including Rs 46.37 Lakhs receivable from various Government Authorities. These amounts are pending with these authorities due to assessment proceedings not having been completed. Once the same are completed either the Company will manage to get these amounts collected from the respective authorities or will be eligible for set off against legitimate dues to them, if any. The Management is very confident of resolving these assessments favourably and recovery of the amount.						
<b>23.8</b>	Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and reconciliation.						
<b>23.9</b>	The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.						
The accompanying notes are an integral part of the financial statements.							
As per our report of even date attached							
<b>MULRAJ D GALA</b>							
<b>Chartered Accountant</b>						<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>Membership No : 041206</b>							
					<b>JAYANT MITRA</b>	<b>ALI UKANI</b>	
					<b>DIRECTOR</b>	<b>DIRECTOR</b>	
					<b>DIN: 00801211</b>	<b>DIN: 07649612</b>	
<b>MUMBAI</b>							
<b>30th July, 2020</b>							

## **Independent Auditor's Report**

**To,**  
The Members of **COMMEX TECHNOLOGY LIMITED**

### **Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying Consolidated Ind AS financial statements of **COMMEX TECHNOLOGY LIMITED** (hereinafter referred to as "the Holding Company") and its Subsidiary Companies (the Holding Company and its subsidiary companies together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2020 and the Consolidated Statement of Profit and Loss (including other comprehensive income) and the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Ind AS financial statements").

### **Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement changes in equity of the Group in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind As financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 Consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Consolidated Ind AS financial statements.

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

**Basis for Qualified Opinion:**

- a. The Group has accumulated losses and its net worth has been fully eroded, the Group has incurred net loss/net cash loss during the quarter and year ended March 31, 2020 and the Group's current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.
- b. The Holding company has not evaluated whether any impairment provision is required for expected credit losses (ECL) in accordance with Ind AS 109 - 'Financial Instruments' for Other Receivables of the subsidiaries aggregating to Rs. 358.48 Lakh. In the absence of relevant information, third party confirmation/reconciliation and detailed working, we are unable to comment upon its recoverability and corresponding impact of impairment on the loss of the year, if any.
- c. The company has not evaluated whether any impairment provision is required for expected credit losses (ECL) in accordance with Ind AS 109 - 'Financial Instruments' for Trade Receivables aggregating to Rs. 238.86 Lakh. In the absence of relevant information, third party confirmation/reconciliation and detailed working, we are unable to comment upon its recoverability and corresponding impact of impairment on the loss of the year, if any.

**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on our audit and based on the consideration of unaudited financial statements furnished by the management for subsidiary as referred to in point 'a' in 'Other Matters' paragraph below, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid Consolidated Ind AS 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 including the Ind AS, of the Consolidated financial position of the Group as at March 31, 2020, and its Consolidated Financial Performance including Other Comprehensive Income, its Consolidated Cash Flow and Consolidated Statement of Changes in Equity for the year ended on that date.

**Emphasis of Matter**

- a. The Holding Company has made provision for income tax liability till date in books of accounts. However, the Company has neither paid these taxes nor filed its return of income since F.Y.2012-13.
- b. Other Current Assets as at March 31, 2020 includes Rs. 46.37 Lakhs receivable from various Government Authorities by Holding Company, which are pending for assessments. The Management is confident of ultimate recovery of the amounts and we have relied on the management assertions of recovery.

**Other Matter**

We have relied on the unaudited financial statements furnished by the management with respect to two subsidiaries included in the consolidated Ind AS financial statements, which reflect total assets of Rs 358.48 lakh as at March 31, 2020, total revenue of Rs Nil for the year ended March 31, 2020 and total comprehensive income (comprising of profit and other comprehensive income) of Rs. Nil for the year ended March 31, 2020 respectively. The unaudited financial statements and other financial information as approved by the respective Board of Directors of these companies have been furnished to us by the management and our opinion on the annual Ind AS consolidated financial statements, in so far as relates to the amount and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements. We are unable to comment upon the resultant impact, if any on the consolidated net profit and other financial information of the Ind AS consolidated financial statements as at and for the year ended March 31, 2020.

Our opinion on the Consolidated Ind AS Financial Statements and our report is not modified in respect of this matter.

**Report on other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit and based on the consideration of unaudited financial statements furnished by the management for subsidiary as referred to in point 'a' above in 'Other Matters' paragraph, we report, to the extent applicable that:
  - a) We have sought and except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Ind AS Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind As Financial Statements have been kept by the Holding Company and its subsidiaries included in the Group, so far as it appears from our examination of those books and records of the Holding Company and information certified by the management, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated

Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

- d) Except for the possible effects of matters described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards prescribed under Section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) The Matters described in Basis for Qualified Opinion/Emphasis of Matters paragraphs, respectively, in our opinion, may have an adverse effect on the functioning of the Holding Company.
- f) On the basis of the written representations received from the directors of the Holding Company, as on March 31, 2020 and taken on record by the Board of Directors of Holding Company, we report that none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiaries and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the financial statements certified by the Management in case of one subsidiary as noted in 'Other Matters':
  - i. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
  - ii. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, provisions have been made in the Consolidated Ind AS Financial Statement, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries.

**Mulraj D. Gala**

**Chartered Accountant**

**Membership No. : 041206**

**UDIN: 20041206AAAALL4514**

**Mumbai**

**30<sup>th</sup> July, 2020**

## **ANNEXURE A TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Ind As financial statements of **COMMEX TECHNOLOGY LIMITED** ("hereinafter referred to as "the Holding Company") as of and for the year ended on 31 March 2020, we have audited the internal financial control over financial reporting of the Holding company and two subsidiary companies. This Report does not contain a statement with respect to the adequacy of the internal financial controls over financial reporting of one Subsidiary Companies and the operating effectiveness of such controls, as per Clause(i) of section 143(3) of the Act is not applicable to Subsidiary Companies as of that date.

### **Management's Responsibility for Internal Financial Controls**

The Holding Company's respective Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and 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 Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

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

**Mulraj D. Gala**

**Chartered Accountant**

**Membership No. : 041206**

**Mumbai**

**30<sup>th</sup> July, 2020**



Audited Financial statements for the period ended March 31, 2020						
Consolidated Balance Sheets as at March 31, 2020				(₹ in Lakhs)		
Particulars	Note	As at March 31, 2020	As at March 31, 2019			
<b>ASSETS</b>						
<b>Non-current assets</b>						
Financial assets						
i. Investments		-	-			
<b>Total non-current assets</b>		-	-			
<b>Current assets</b>						
Financial assets						
i. Trade receivables	2	238.86	282.12			
ii. Cash and cash equivalents	3	18.82	15.87			
iii. Other Financial Assets	4	1.23	1.23			
Other current assets	5	404.87	383.13			
<b>Total current assets</b>		<b>663.78</b>	<b>682.35</b>			
<b>Total assets</b>		<b>663.78</b>	<b>682.35</b>			
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
Equity share capital	6	3,380.77	3,380.76			
		-	-			
Other equity	7	(3,577.01)	(3,524.12)			
<b>Total equity</b>		<b>(196.24)</b>	<b>(143.36)</b>			
<b>LIABILITIES</b>						
<b>Non-current liabilities</b>						
Long term provision	8	1.90	1.90			
<b>Total non-current liabilities</b>		<b>1.90</b>	<b>1.90</b>			

	<b>Current liabilities</b>						
	Financial liabilities						
	i. Trade payables	9	1.11	1.36			
	Other current liabilities	10	110.09	65.40			
	Short term provision	11	746.92	757.05			
	<b>Total current liabilities</b>		<b>858.12</b>	<b>823.81</b>			
	<b>Total liabilities</b>		<b>860.02</b>	<b>825.71</b>			
	<b>Total equity and liabilities</b>		<b>663.78</b>	<b>682.35</b>			
	The accompanying notes are an integral part of the financial statements.						
	<b>Summary of significant accounting policies</b>	<b>1</b>					
	<b>IND-AS Notes</b>	<b>18 to 22</b>					
	<b>Other Notes</b>	<b>23</b>					
	As per our report of even date attached						
	<b>MULRAJ D GALA</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>				
	<b>Chartered Accountant</b>						
	<b>Membership No : 041206</b>						
				<b>JAYANT MITRA</b>		<b>ALI UKANI</b>	
				<b>DIRECTOR</b>		<b>DIRECTOR</b>	
	<b>MUMBAI</b>			<b>DIN: 00801211</b>		<b>DIN: 07649612</b>	
	<b>30th July, 2020</b>						

Audited Financial statements for the period ended March 31, 2020				
Consolidated statement of profit and loss for the period ended March 31, 2020				
Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019	
Revenue from operations		-	-	
Other income		-	-	
<b>Total Revenue</b>		-	-	
<b>Expenses</b>				
Employee benefit expenses	12	6.76	5.27	
Depreciation and amortisation expense		-	-	
Net Finance costs	13	0.03	0.03	
Other expenses	14	46.11	13.13	
<b>Total expenses</b>		<b>52.90</b>	<b>18.42</b>	
<b>Profit before exceptional items, share of net profits of investments accounted for using the equity method and tax</b>		<b>(52.89)</b>	<b>(18.41)</b>	
Share of net profits of associates and joint ventures accounted for using the equity method		-	-	
<b>Profit before exceptional items and tax</b>		<b>(52.89)</b>	<b>(18.41)</b>	
Exceptional items	15	-	-	
<b>Profit before tax</b>		<b>(52.89)</b>	<b>(18.41)</b>	
Income tax expense				
- Current tax		-	-	
- Deferred tax		-	-	
- Tax adjustment of earlier years		-	-	
<b>Total tax expense/(credit)</b>		-	-	
<b>Profit from continuing operations</b>		<b>(52.89)</b>	<b>(18.41)</b>	

<b>Other Comprehensive Income</b>					
A. (i) Items that will not reclassified to profit or loss		-	-		
(ii) Income tax relating to items that will not reclassified to profit or loss					
B. (i) Items that will not reclassified to profit or loss		-	-		
(ii) Income tax relating to items that will not reclassified to profit or loss					
Total Other Comprehensive Income for the year		-	-		
<b>Total Comprehensive Income for the year</b>		<b>(52.89)</b>	<b>(18.41)</b>		
Earning per equity share (Face Value of Rs. 1/- each)	<b>16</b>				
(1) Basic		<b>(0.03)</b>	<b>(0.01)</b>		
(2) Diluted		<b>(0.03)</b>	<b>(0.01)</b>		
<b>The accompanying notes are an integral part of the financial statements.</b>					
<b>Summary of significant accounting policies</b>	<b>1</b>				
<b>IND-AS Notes</b>	<b>18 to 22</b>				
<b>Other Notes</b>	<b>23</b>				
As per our report of even date attached			<b>FOR AND ON BEHALF OF THE BOARD</b>		
<b>MULRAJ D GALA</b>					
<b>Chartered Accountant</b>					
<b>Membership No : 041206</b>			<b>JAYANT MITRA</b>	<b>ALI UKANI</b>	
			<b>DIRECTOR</b>	<b>DIRECTOR</b>	
			<b>DIN: 00801211</b>	<b>DIN: 07649612</b>	
<b>MUMBAI</b>					
<b>30th July, 2020</b>					

**COMMEX TECHNOLOGY LIMITED****Audited Financial statements for the period ended March 31, 2020****Consolidated Cash Flow Statement For the Year Ended March 31, 2020****(₹ in Lakhs)**

Particulars		Year ended	Year ended
		March 31, 2020	March 31, 2019
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before taxation		(52.89)	(18.42)
Adjustments for:			
Depreciation		-	-
Interest		0.03	0.03
int on fixed deposit		-	-
Net Loss of sale of Current Asset		-	-
Profit/loss on sale / written off of FA		-	-
Investment written off		-	-
Capital Work in Progress Written off		-	-
Impairment of Goodwill			-
<b>Operating Profit before Working Capital changes</b>		<b>(52.87)</b>	<b>(18.39)</b>
Adjustments for working capital changes:			
(Increase) / Decrease in Other Current Assets		(21.74)	(18.05)
(Increase) / Decrease in Trade Receivables		43.26	41.04
(Increase) / Decrease in Other Financial Assets		(0.00)	-
Increase/(Decrease) in Long term provision		-	-
Increase/(Decrease) in Short term provision		(10.13)	(0.38)
Increase/(Decrease) in Trade Payable		(0.25)	(0.17)
Increase/(Decrease) in Other liabilities		44.69	(24.84)
<b>CASH GENERATED FROM OPERATIONS</b>		<b>2.97</b>	<b>(20.80)</b>
less: income tax paid		-	20.41

<b>Net Cash inflow from/ (outflow) from Operating activities</b>		<b>2.97</b>	<b>(0.39)</b>
<b><u>B. Cash Flow from Investing Activities</u></b>			
Purchase of Fixed Asset		-	-
Proceeds from sale of Current Investments		-	-
Interest Received		-	-
<b>Net Cash inflow from/ (outflow) from Investing activities</b>		<b>-</b>	<b>-</b>
<b><u>C. Cash Flow from Financing Activities</u></b>			
Loan from Holding Company *			
Interest Paid		(0.03)	(0.03)
<b>Net Cash inflow from/ (outflow) from Financing activities</b>		<b>(0.03)</b>	<b>(0.03)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>2.95</b>	<b>(0.42)</b>
<b>Opening Cash and Cash Equivalents</b>		<b>15.87</b>	<b>16.29</b>
<b>Closing Cash and Cash Equivalents</b>		<b>18.82</b>	<b>15.87</b>

**Notes:**

1.Cash& Cash Equivalents includes Cash in hand and Bank Balances.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**MULRAJ D GALA**

**Chartered Accountant**

**Membership No : 041206**

**MUMBAI**

**30th July, 2020**

**FOR AND ON BEHALF OF THE BOARD**

**JAYANT MITRA**  
**DIRECTOR**  
**DIN: 00801211**

**ALI UKANI**  
**DIRECTOR**  
**DIN: 07649612**

Notes:

**Commex Technology Limited**  
**Statement of changes in equity for the year ended 31st March, 2020**

**Equity Share Capital**

(₹ in Lakhs)

Particulars	No. of Shares	Amount
<b>Balance as at 1st April, 2018</b>	<b>33,80,76,480</b>	<b>3380.76</b>
Changes in Equity Share Capital during the year	-	-
<b>Balance as at 31st March, 2019</b>	<b>33,80,76,480</b>	<b>3380.76</b>
Changes in Equity Share Capital during the year	-	-
<b>Balance as at 31st March, 2020</b>	<b>33,80,76,480</b>	<b>3,380.76</b>

**(b) Other Equity**

(₹ in Lakhs)

Particulars	Reserves and Surplus			Other components of Equity	Total
	Retained Earnings	Securities Premium	General Reserve		
<b>Balance as at 31st March, 2018</b>	<b>9,434.40</b>	<b>(14,940.56)</b>	<b>2,000.45</b>	<b>(3,505.71)</b>	<b>(3,505.71)</b>
Other Comprehensive Income/(Loss) for the year, net of tax	-	-	-	-	-
Profit/(Loss) for the year	(18.41)	-	(18.41)	-	(18.41)
<b>Balance as at 31st March, 2019</b>	<b>9,415.99</b>	<b>(14,940.56)</b>	<b>1,982.04</b>	<b>(3,505.71)</b>	<b>(3,524.12)</b>
Other Comprehensive Income/(Loss) for the year, net of tax	-	-	-	-	-
Profit/(Loss) for the year	(52.89)	-	(52.89)	-	(52.89)
<b>Balance as at 31st March, 2020</b>	<b>9,363.09</b>	<b>(14,940.56)</b>	<b>1,929.15</b>	<b>(3,505.71)</b>	<b>(3,577.01)</b>

## **Notes to financial statements for the Year Ended March 31, 2020**

### **Note No. 1:**

#### **Note No. 1A - Company Overview**

Commex Technology Limited (Formerly Known as IT People (India) Ltd.) is a Company promoting software products and solutions to the capital and commodities markets and IT Consulting Services and solutions to companies worldwide. The Company is listed at the BSE Ltd. and Metropolitan Stock Exchange of India Ltd.

Software products includes products, solutions and services division for the financial and capital markets addressing Stock and Commodities Exchange, intermediary Brokerage House, Merchant banking Operation and Financial services in India and Overseas.

#### **Incorporation and Registration**

"Commex Technology Limited" was originally incorporated as a Private Limited Company with the name "Global e-Com (India) Private Limited" on 24th January 2000, under Companies Act, 1956, and was issued a certificate of incorporation bearing number 11-123796 of 2000 by the Registrar of Companies Maharashtra. The Company became a Public Limited Company on 8th February 2000 and the name of the Company was changed to "Global e-Com (India) Limited", thereafter, on 11th April 2000 the name of the Company was again changed to "Balwas e-Com India Limited".

The Company subsequently on 28th October 2003 changed its name to "StarmaxInfomedia Limited" and was issued with a fresh certificate of Incorporation consequent upon change of name on its acquisition by "IT People Private Limited".

The Company subsequently on 22nd November, 2004 changed its name to "IT People (India) Limited" and was issued a fresh certificate of Incorporation consequent upon change of name bearing number L72900MH2000PLC123796 by the registrar of Companies, Maharashtra. Further on 14th November, 2011 the name of the Company was again changed to "Commex Technology Limited".

#### **Note No. 1.B - Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **(A) Basis Of Preparation Of Financial Statement**

###### **i) Compliance with Ind AS**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements up to year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) notified under Section 133 of the Act and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to IND AS is 1st April, 2016.

The financial statements were authorized for issue by the Company's Board of Directors on 30th July 2020

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.



**ii) Historical cost convention**

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.
- (c) Investments are measured at fair value.

**(iii) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

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

**(I) Financial Assets****(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

- (b) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income., except for investment in associates and subsidiaries which are carried at cost.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**(a) Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification of fair value gains and losses to profit or

loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established; except for investments in associates and subsidiaries which are carried at cost.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **(iii) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### **(iv) Derecognition of financial assets**

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **(II) Financial Liabilities**

### **(i) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

### **(ii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or

modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **iii) Current and Non Current Classification.**

All assets and liabilities have been classified as current or non-current as per the Company's 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 – non-current classification of assets and liabilities.

### **(B) Use of Estimates**

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring adjustment to the carrying amount of assets or liabilities in future periods.

### **(C ) Property, Plant and Equipment**

On transition to Ind AS, The group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **Depreciation**

Depreciation is provided on a pro rata basis a on straight line basis using the rates arrived at based on useful lives which is as prescribed under Schedule II to the Companies Act, 2013. Depreciation for the assets purchased or sold during the period is proportionately charged. The company has used the following rates to provide depreciation on its fixed assets.

The Management estimates the useful lives for the fixed assets as follows.

#### **Description of the Asset**

#### **Tangible Assets**

#### **Useful Life Applied**

Furniture and Fixtures\*

12.5 Years

\*For these class of assets, based on internal assessment and technical evaluation carried out, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

**D) Intangible assets**

On transition to Ind AS, The group has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets.

An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and (b) the cost of the asset can be measured reliably.

**Amortisation on Intangible asset**

Internet Portal is capitalised where it is expected to provide future enduring economic benefits.

Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The same is amortised over a period of 5 years on straight-line method.

**(E) Impairment of Tangible and Intangible Asset**

The carrying amounts of all assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An assets is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**(F) Investments**

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss; except for investment in Associates and subsidiaries which are carried at cost

**(G) Revenue Recognized**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliable measured. The followings specific recognition criteria must also be met before revenue is recognized.

**Income from services**

Revenues from contract priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contracts using the proportionate completion method, with contract costs determining the degree of completion, foreseeable losses on such contracts are recognized when probable.

Revenues from sale of software licenses are recognized upon delivery where there is no customization required. In case of customization the same is recognized over the life of the contract using the proportionate completion method.

Revenues from maintenance contracts are recognized pro-rata over the period of the contract.

Revenues are reported net of discounts.

**(H) Foreign Currency Translation**

The Company has the billing process whereby it bills its overseas clients in INR and the amount is remitted by the overseas clients by converting the equivalent local currency equivalent to the Billing made in INR.

### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non monetary items which are measured in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non monetary items which are measured at fair value or other similar valuation denominated in foreign currency are transferred using the exchange rate at the date when such value was determined.

### **(I) Income Tax**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier years. Deferred tax is measured using the tax rates and tax laws enacted or substantially enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses all deferred tax assets are recognized only if there is virtual certainty supporting evidence that they can be realized against future taxable profits.

In situation where the company is entitled to a tax holiday under the Income Tax Act 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates no deferred tax (assets or liabilities) is recognized in respect of timing difference which reverse during the tax holiday period to the extent the company's gross total income is subjected to the deduction during the tax holiday period. Deferred tax in respect of timing difference which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However the company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes- down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax assets can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

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

Minimum alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an assets only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period I.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an assets in accordance with the Guidance Note on Accounting for credit available of minimum alternate tax under Income Tax Act 1961. The said assets is created by way of credit to the statement of profit and loss and shown as "MAT credit Entitlement". The company reviews the MAT credit entitlement assets at each reporting date and writes down the assets to extent the company does not have convincing evidence that it will pay normal tax during the specified period.

#### **(J) Earnings per Share**

##### **Basic earnings per share**

Basic earnings per share is calculated by dividing:

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

##### **Diluted earnings per share**

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

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

#### **(K) Employment Benefits**

The Company's contribution to provident fund is accounted on accrual basis and is charged to the profit and loss account.

No provision has been considered necessary towards gratuity since none of the employees have put in the qualified number of years of service with the Company.

#### **(L) Provisions**

Provisions is recognized when the company has present obligation as a results of past events. It is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed for example under Insurance Contract, the re-imbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expenses relating to any provision is presented in the statement of profit and loss net of any reimbursement.

##### **Warranty provisions**

Provisions for warranty related costs are recognized when the products is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

#### **(M) Contingent Liability**

A contingent liability possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

**(N) Contingent Assets**

Contingent Assets are disclosed, where an inflow of economic benefits is probable. Contingent assets are neither recognised nor recorded in financial statements.

**(O) Cash & Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(P) Exceptional Items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

**COMMEX TECHNOLOGY LIMITED****Notes to financial statements for the Year Ended March 31, 2020****Note 2- Trade receivables****(₹ in Lakhs)**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>(Unsecured) (Refer Note No 23.08)</b> Over six months from the date they were due for payment		
Considered Good	238.86	282.12
Considered doubtful	-	-
<b>Total</b>	<b>238.86</b>	<b>282.12</b>
Less :- Allowance for Expected Credit Losses	-	-
<b>Total</b>	<b>238.86</b>	<b>282.12</b>

**Note 3 - Cash and cash equivalents****(₹ in Lakhs)**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Bank balances	3.26	0.31
Unpaid Dividend Account (refer note no.3.1)	2.60	2.60
Margin Money Deposits	12.96	12.96
<b>Total</b>	<b>18.82</b>	<b>15.87</b>

**Note No . 3.1**

The balances can be utilised only towards settlement of the unpaid dividend.



**Note 4 - Other Financial Assets****(₹ in Lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(Unsecured, Considered Good unless otherwise specified)</b>		
<b>Security Deposit</b>		
Rent Deposit	0.50	0.50
Deposit with others	0.73	0.73
<b>Total</b>	<b>1.23</b>	<b>1.23</b>

**Note 5 - Other Current Assets (Unsecured, Considered Good unless otherwise specified)****(₹ in Lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Advance recoverable in cash or kind</b>		
<u>Other loans and advances</u>		
Balance with government authorities	46.37	46.37
<b>Total</b>	<b>46.37</b>	<b>46.37</b>

**Note 6 - Equity Share Capital****(₹ in Lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Authorised</b>		
26,25,00,000 Equity shares of Rs. 2/- each and Rs. 7,50,00,000 unclassified shares	6,000.00	6,000.00
<b>Issued, Subscribed and Paid-up</b>		
14,77,31,940 Equity Shares of Rs. 2/- each fully paid up	2,954.64	2,954.64
<b>Forfeited Equity Shares</b>		
Balance as per the last financial statements	278.63	278.63
<b>Global Depository Receipts (GDR)</b>		
1,47,501 GDR each representing 50 equity shares of Rs. 2/- each fully paid up	147.50	147.50
<b>Total</b>	<b>3,380.76</b>	<b>3,380.76</b>

**Note No. 6.1**

The reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period 31.03.2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Number of Shares at Beginning	14,77,31,940	2,954.64	14,77,31,940	2,954.64
Add: Shares issued during the year	-	-	-	-
less: Shares bought back (if any)	-	-	-	-
<b>Number of Shares at End</b>	<b>14,77,31,940</b>	<b>2,954.64</b>	<b>14,77,31,940</b>	<b>2,954.64</b>

The reconciliation of the Global Depository Receipts outstanding at the beginning and at the end of the reporting period 31.03.2020

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Number of Shares at Beginning	1,47,501	147.50	1,47,501	147.50
Add: Shares issued during the year	-	-	-	-
less: Shares bought back (if any)	-	-	-	-
<b>Number of Shares at End</b>	<b>1,47,501</b>	<b>147.50</b>	<b>1,47,501</b>	<b>147.50</b>

**Note No. 6.2****6.2.1 Terms/rights attached to Equity Shares**

The company has only one class of the shares having a par value of ₹ 2/- per shares. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### 6.2.2 Terms/rights attached to Global Depository Receipts

The Global Depository Receipts ("GDRs") represented by this certificate are each issued in respect of 50 equity Shares of par value ₹ 2/- each (the "Shares") in Commex Technology Limited (Formerly Known as IT People (India) Limited) (the "Company") pursuant to and subject to a depository agreement dated 18th May, 2009, and made between the Company and Deutsche Bank Trust Company Americas depository and/or any other depository which may from time to time be appointed under the agreement (the "Depository") (such agreement, as amended from time to time, being hereinafter referred to as the "Deposit Agreement"). In the event of windup of the Company, the holders of the shares are entitled to be repaid the amounts of paid-up capital or credited as paid up on their Shares. All surplus assets remaining after payments are made to holders of any preference Shares belong to holders of the Shares in proportion to the amount paid-up or credited as paid-up on such shares at the commencement of the winding-up.

#### Note No. 6.3

The details of shareholders holding more than 5% shares in the company:

Name of Shareholders	No. of shares held	% held as at March 31, 2020	No. of shares held	% held as at March 31, 2019
<b>Equity Shares of Rs.2/- each fully paid</b>				
Skyline Capital Private Limited	574.43	38.88	574.43	38.88
Stream Value Fund	77.02	5.21	77.02	5.21
Elara Capital PLC	104.25	7.06	104.25	7.06

#### Note no. 7: Other Equity

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>Securities Premium Reserve</b>		
Opening balance at the year end	6,288.20	6,288.20
Securities Premium Reserve- GDR	3,146.20	3,146.20
Closing balance at the year end	<b>9,434.40</b>	<b>9,434.40</b>
Add General Reserve	2,000.46	2,000.46
	<b>11,434.86</b>	<b>11,434.86</b>
Opening balance of Profit and Loss Account	(14,958.98)	(14,940.56)
Profit/ Loss for the year	(52.89)	(18.42)
<b>Retained Earnings</b>	<b>(15,011.88)</b>	<b>(14,958.98)</b>
<b>Amount available for appropriations</b>	<b>(15,011.88)</b>	<b>(14,958.98)</b>
Less: Appropriations		
Proposed Dividend	-	-
Prior period items	-	-
<b>Closing Surplus</b>	<b>(15,011.88)</b>	<b>(14,958.98)</b>
<b>Total Other Equity</b>	<b>(3,577.01)</b>	<b>(3,524.12)</b>

**For movement, refer statement of change in equity**

**7.1 Securities Premium Reserve**

The amount received in excess of the par value of Equity shares issued have been classified as securities premium. In accordance with the provision of Section 52 of Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issue bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.

**7.2 General Reserve**

General reserve forms part of the retained earning and is permitted to be distributed to shareholders as part of dividend and is created out of transfer from retained earnings.

**7.3 Retained Earnings**

Retained Earnings includes the Company's cumulative earning and losses respectively.

**Note 8- Long term provision**

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Provision for Gratuity (Unfunded)	1.90	1.90
<b>Total</b>	<b>1.90</b>	<b>1.90</b>

**Note 9- Trade Payables**

Particulars	March 31, 2020	March 31, 2019
Dues of micro and small enterprises (Refer note no 9.1)	-	-
Dues other than micro and small enterprises (Refer Note No. 9.1)	1.11	1.36
<b>Total</b>	<b>1.11</b>	<b>1.36</b>

**Note No. 9.1**

The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.

**Note 10- Other Current Liabilities**

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Unclaimed Dividend	2.59	2.59
Statutory Liabilities	36.77	36.77
Others	70.73	26.04
<b>Total</b>	<b>110.09</b>	<b>65.40</b>

**Note 11- Short Term Provisions**

Particulars	March 31, 2020	March 31, 2019
Provision for leave encashment	0.30	0.30
Provision for expenses	2.58	2.58
Provision for tax (net of advance tax)	744.04	733.84
<b>Total</b>	<b>746.92</b>	<b>736.71</b>

**Notes to financial statements for the Year Ended March 31, 2020**

**Note 12 - Employee benefit expenses**

(₹ in Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Basic Salary, Wages & Allowances	6.76	5.22
Contribution towards PF & Other funds	-	0.00
Staff Welfare	0.00	0.05
<b>Total</b>	<b>6.76</b>	<b>5.27</b>

**Note 13 - Finance costs**

(₹ in Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Bank Charges	0.01	0.01
Interest on TDS	0.01	0.01
Prepayment Penalty	-	0.00
<b>Total</b>	<b>0.03</b>	<b>0.03</b>

**Note 14 - Other expenses**

(₹ in Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Security Charges	-	0.52
Repairs & Maintenance expenses	-	0.16
Mobile Expenses	0.01	0.08
Rent Office/Godown	3.29	3.12
Auditors Remuneration-Audit Fees	1.25	1.25
Auditors Remuneration-Others	0.16	0.46
Legal & Company Secretarial Expenses	1.66	2.90
Office Expenses	10.02	5.81
Professional Charges	16.07	9.14
Car Insurance	0.38	0.37
Listing/Filing/CDSL Charges	10.71	3.52
Printing & Stationary	0.51	1.86
Membership & Subscription Charges	0.97	-
Sundry Expenses	-	0.96
Rates and Taxes	1.09	-
Sundry Balances W/off	-	2.01
<b>Total</b>	<b>46.11</b>	<b>32.17</b>
<b>Note 15- Exceptional Items (Refer note 26.11)</b>		
(₹ in Lakhs)		
Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Sundry Balance Written off	-	
Impairment of Investment	-	
Fixed Assets Written Off	-	
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note 16- Earning per Share</b>		
(₹ in Lakhs)		

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(A) Profit attributable to Equity Shareholders (Rs.)	(52.89)	(18.41)
(B) No. of Equity Shares outstanding during the year	15,51,06,990	15,51,06,990
(C) Face Value of each Equity Share (Rs.)	10	10
(D) Basic and Diluted earning per share (Rs.)	(0.03)	(0.01)

#### Notes to financial statements for the Year Ended March 31, 2020

#### 16 Fair value measurements

##### Financial instruments by category:

(₹ in Lakhs)

Particulars	31 March 2020		31 March 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial Assets – Current</b>	-	-	-	-
Investment in Gold	-	-	-	-
Cash and cash equivalents	-	18.82	-	15.87
Trade Receivables	-	238.86	-	282.12
Other Financial Assets	-	1.23	-	1.23
<b>Financial Liabilities – Current</b>	-	-	-	-
Trade payables	-	1.11	-	1.36

#### I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**II. Assets and liabilities which are measured at amortised cost for which fair values are disclosed (It is categorised under Level 2 of fair value hierarchy) (₹ in Lakhs)**

Particulars	31 March 2020		31 March 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b><u>Financial Assets - Current</u></b>	-	-	-	-
Cash and cash equivalents	-	18.82	-	15.87
Trade Receivables	-	238.86	-	282.12
Other Financial Assets	-	1.23	-	1.23
<b><u>Financial Liabilities - Current</u></b>	-	-	-	-
Trade payables	-	1.11	-	1.36
-	-	-	-	-
<b><u>Investments in Equity Instruments</u></b>	-	-	-	-
Investment in associate company	-	-	-	-
Investment in subsidiary companies	-	-	-	-

**17 Financial risk management**

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

Considering the state of affairs of the company, the Company is exposed to liquidity risk and Foreign Currency Risk. The Company's senior management oversees the management of these risks.

**A Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.



**Maturities of non – derivative financial liabilities****As at 31 March 2020****(₹ in Lakhs)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Current</b>				
Trade payables	1.11	-	-	1.11
<b>Total</b>	<b>1.11</b>	<b>-</b>	<b>-</b>	<b>1.11</b>

**As at 31 March 2019****(₹ in Lakhs)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Current</b>				
Trade payables	1.36	-	-	1.36
<b>Total</b>	<b>1.36</b>	<b>-</b>	<b>-</b>	<b>1.36</b>

**As at 31 March 2018****(₹ in Lakhs)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Current</b>				
Trade payables	1.35	-	-	1.35
<b>Total</b>	<b>1.35</b>	<b>-</b>	<b>-</b>	<b>1.35</b>

**B Market Risk****(i) Foreign currency risk**

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the AED

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	AED
<b>31-Mar-20</b>	
Trade receivables- Foreign Currency	11.63
Trade receivables- INR	238.86
<b>31-Mar-19</b>	
Trade receivables- Foreign Currency	14.94
Trade receivables- INR	282.12

### Sensitivity Analysis

The Company is mainly exposed to changes in AED. The sensitivity analysis demonstrate a reasonably possible change in AED exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD and Euro with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	31 March 2020	31 March 2019
AED	11.94	14.11

#### (ii) Price risk

The company is exposed to price risk in basic ingredients of Company's raw material. The Company monitors its price risk and factors the price increase in pricing of the products.

#### 18 Capital Management

Since there are no borrowings, capital gearing ratio is not applicable.

#### 19 Segment Reporting

The Company operates in a single reportable segment, which have similar risks and returns for the purpose of Ind AS 108 on 'Operating segments'.

#### 20 Leases

The company's leasing arrangements are in respect of office premises taken on Leave and License basis. The aggregate lease rentals of Rs 3.12 Lakhs (Previous Year: 3.17 Lakhs) are charged as Rent and shown under the Note No. 19 "Other Expenses". These leasing arrangements, which are cancellable, range between eleven months and three years generally or longer and are usually renewable by mutual consent at mutually agreed terms and conditions.

#### 21 Related Party Disclosures

a) Name of the related party and description of relationship.

S.No.	Related Parties	Nature of Relationship
1	Mr. Shishir Singhal	Company Secretary
2	Skyline Capital Private Limited	Company having significant Influence- Share holding
3	Universal Commodity Exchange Ltd.	Associate Company – Share Holding
4	IT Capital Services Pvt. Ltd.	Wholly Owned Subsidiary
5	Orient Information Technology FZ LLC	Wholly Owned Subsidiary

b) Details of Transactions during the year with related parties.

(₹ in Lakhs)

S.N.	Related parties	Nature of Transactions during the year	F.Y.2019-20	F.Y.2018-19
1	Mr. Shishir Singhal	Company Secretary	1.08	-
2	Skyline Capital Private Limited	Loan & Advances Given:		
		Loan & Advances Given during the year	-	-
		Loan & Advances repaid during the year	-	-
		Loan & Advances written off	-	-
3	Universal Commodity Exchange Ltd.	Impairment of investment	-	-
4	IT Capital Services Pvt. Ltd.	Impairment of investment	-	-
		Loans and advances given during the year	-	-
		Loan & Advances written off	-	-
5	Orient Information Technology FZ LLC	Impairment of investment	-	-

c) Balance at year end

(₹ in Lakhs)

S.N.	Related parties	Nature of Transactions	At 31st March,2020	At 31st March,2019
1	Mr. Shishir Singhal	Managerial Remuneration	0.18	-
2	Skyline Capital Private Limited	Loans & Advances Given	-	-
3	Universal Commodity Exchange Ltd.	Equity Investment at the end of the year	-	-
4	IT Capital Services Pvt. Ltd.	Equity Investment at the end of the year	-	-
		Loans & Advances given	-	-
5	Orient Information Technology FZ LLC	Equity Investment at the end of the year	-	-

Note : Related parties are being recognised/identified by the management and relied upon by the auditors.

	Notes to financial statements for the Year Ended March 31, 2020
<b>23</b>	<p><b><u>Other Notes to Accounts</u></b></p> <p>Although as per the Balance Sheet for the year ending on 31-3-2020 the Share Capital and General Reserves of the Company are fully eroded due to past losses and write off of all the obsolete assets during the year and Net Current Assets are in the negative, due to short term liabilities being heavy, the Company intends to revive its business and continue its market activities as a Commodity Exchange. The Company is in talks with few strategic investors who are keen on making long term investments in the form of Equity. The talks with the investors are fairly at an advanced stage and the Management is confident that the proposed investments are likely to fructify in the third or fourth quarter of the current Financial Year 2018-19. The Company also intends to resolve various issues with the current investors &amp; lenders and come to an amicable settlement with them, paving way for the revival of the Company very soon. Hence, in the opinion of the Management of the Company, the Company can be treated as Going Concern.</p> <p>Late Sh. Ketan Sheth was the promoter and Managing Director of the Company, managing the affairs of the Company largely single handedly and no other officer of the Company has little knowledge of various transactions, financial or otherwise, made by the said late Ketan Sheth. Sudden, untimely and unexpected demise of late Ketan Sheth on 9-10-2016 caught everyone by surprise &amp; shock and as no one else in the Company had even a semblance of knowledge and control over the activities of the Company. Thus, the operations of the Company were totally paralyzed and came to a total standstill, upon his sad demise. There were no legitimate successors to late Mr. Sheth in the Company and slowly and steadily all the other operational personnel left the Company. Mr. Jayant Mitra, a family friend of late Mr. Sheth, has taken over as the Managing Director only for the purpose of protecting the interest of the general investors and family of Late Sh. Ketan Sheth. The new Management of the Company will try its best to regularize and bring back the Company on track by belated compliances under various statutes, including Companies Act, 2013, Income Tax Act, 1961, requirements under SEBI Act, 1992 etc. However, due to non-availability of operational personnel and paucity of financial resources, the same are delayed.</p> <p>After the sad demise of Sh. Ketan Sheth, all the employees of the persons have left the Company on their own. Only a 4 staff members continued till October, 2018, whose retirement benefits are not material. The Company could not make provision for their benefits due to unavoidable circumstances. However, we may inform you that the amount will not be material.</p> <p>The Company has not appointed any whole time Company Secretary as stipulated by Section 203 of the Companies Act, 2013, due to circumstances beyond the control of the present management. However, we may inform you that we have a Practicing Company Secretary, who is a "Company Secretary" falling as so, within the definition of the Companies Act, 2013, who provides us Secretarial Services for the purpose of Compliance under various Statutes.</p> <p>The Trade Receivables as disclosed in the Balance Sheet as on 31-3-2020, are the legitimate business dues from overseas customers of the Company. The company is making efforts to get the amount of outstanding debts remitted to India and is confident that the same are recoverable, as these customers are very old and regular customers of the Company. Hence, the management is of the opinion that evaluating trade receivables for any likely impairment is not required for expected credit losses (ECL) in accordance with Ind AS 109.</p> <p>Provisions for Income Tax were made in the Books of Accounts in all the respective years on the basis of Computation of Income provided by the Income Tax advisors to the Group. However, due to severe financial crunch and business related issues during FY 2012-13 onwards, the Company was not in a position to pay the Tax. The Company is confident that the amount can be paid off once the operations of the Company are revived.</p>
<b>23.1</b>	
<b>23.2</b>	
<b>23.3</b>	
<b>23.4</b>	
<b>23.5</b>	
<b>23.6</b>	

<b>23.7</b>	The Company has several amounts due from various statutory authorities disclosed under the head Other Current Assets as at March 31, 2020, including Rs 46.37 Lakhs receivable from various Government Authorities. These amounts are pending with these authorities due to assessment proceedings not having been completed. Once the same are completed either the Company will manage to get these amounts collected from the respective authorities or will be eligible for set off against legitimate dues to them, if any. The Management is very confident of resolving these assessments favorably and recovery of the amount.
<b>23.8</b>	Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and reconciliation.
<b>23.9</b>	The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**MULRAJ D GALA**  
Chartered Accountant

**Membership No : 041206**

**MUMBAI**  
**30th July, 2020**

**FOR AND ON BEHALF OF THE BOARD**

<b>JAYANT MITRA</b> DIRECTOR DIN: 00801211	<b>ALI UKANI</b> DIRECTOR DIN: 07649612
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**Form AOC-1**

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

**Part "A": Subsidiaries**

(INR in Lakhs)															
Sr. No.	Name of Subsidiary Company	Currency	Exchange rate	Share Capital	Reserves And Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding	Country
1.	IT Capital Services Pvt. Ltd.	INR	1.00											99.99%	India
2.	Orient Information Technology FZ-LLC-UAE	AED												99.99%	UAE

**Part-"B": Associates and Joint Ventures**

(INR in Lakhs)										
Sr.no	Name of the Associate Company	Latest Audited balance sheet date	Share of Associates held by the company on the year end			Description of how there is significant influence	Reason why the associate is not consolidated	Networth attributable to shareholding as per latest Balance sheet	Profit / loss for the year	
			No. of shares(in lakh)	Amount of Investment in Associates	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1.	Universal Commodity Exchange Limited	-	-	-	-	-	-	Not Available	Not Available	Not Available

**Note: There is no business in the subsidiaries since past 3 years and Associate Company and Universal Commodity Exchange Limited has been strike off by the Ministry of Corporate Affairs**

**Notes:**

- Indian rupees equivalents of the figures given in the currencies in the account of the subsidiary company is based on the exchange rates on 31st March,2020.
- Reporting period subsidiary and associate companies is 31st March, 2020

**MULRAJ D GALA**

**FOR AND ON BEHALF OF THE BOARD**

**Chartered Accountant**  
**Membership No : 041206**

**Jayant Mitra      Ali Ukani**  
**Director              Director**  
**DIN: 00801211      DIN: 07649612**

**Mumbai**

**30<sup>th</sup> July, 2020**

As the Meeting is by video conferencing/Other Audio Visual Means(OAVM) , the attendance slip and proxy form are not attached.