



Hit Kit Global Solutions Limited

CIN:L70100MH1988PLC049929

Regd. Off.: 55, Tirupati Plaza, 1st Floor, Tirupati Shopping Centre Premises Co-Op. Soc. Ltd., S.V. Road, Santacruz (West), Mumbai - 400 054.
Tel. No.: 022-65614984 / 26002894. (M) 9920654669. Email: hitkit.global@gmail.com. Website: www.hitkitglobal.com

15th October, 2018

BSE Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Routunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 532359

Sub: Submission of Annual Report of the Company for the Financial Year 2017-18

Dear Sir,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of the Company for Financial Year 2017-18, duly approved and adopted by the members at the 30th Annual General Meeting of the Company held on Saturday 29th September, 2018.

Kindly take the same on records.

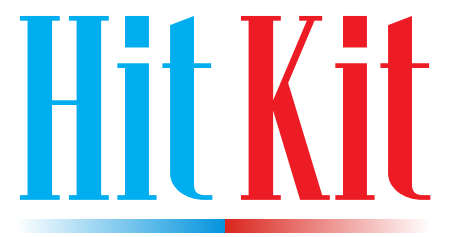
Thanking You

Yours Faithfully

For Hit Kit Global Solutions Limited


Rajesh Mavani
Chief Financial Officer





30th Annual Report 2017-18



Front Inside cover page

CORPORATE INFORMATION

| | |
|--|---|
| Board of Directors | Mr. Kamal Agrawal - Managing Director |
| | Mr. Amit Khandelwal - Non - Executive Chairman (Independent Director) |
| | Mr. Arvind Sharma - Independent Director |
| Statutory Auditors | M/s. G. R. Modi & Co., Chartered Accountants |
| Company Secretary & Compliance Officer | Ms. Kirti Airen (Resigned w.e.f. 21/06/2018) |
| Chief Financial Officer | Mr. Rajesh Mavani |
| Practising Company Secretary | Mr. Virendra Bhatt |
| Bankers | IDBI, Mumbai |
| Registrar & Share Transfer Agent | Adroit Corporate Service Pvt. Limited 19, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059 |
| Registered Office | 55, Tirupati Plaza, 1 st Floor, Tirupati Shopping Centre Premises Co-Op. Society Ltd., S V Road, Santacruz (W), Mumbai 400 054 Tel no. 91-22- 6561 4984, Fax : 91-22- 2600 2894 E-mail address: info@hitkitglobal.com Website: www.hitkitglobal.com |
| Corporate Identification No | L70100MH1988PLC049929 |

30th ANNUAL GENERAL MEETING

| | |
|--------------|---|
| Date | 29 th September, 2018 |
| Day | Saturday |
| Time | 10.00 A.M. |
| Venue | Kamal Banquet Hall, 188/1500-1501, Best Road, Opp. Neeta Bldg., Near Oshiwara Bus Depot, Motilal Nagar I, Goregaon West, Mumbai, Maharashtra 400104 |
| Book Closure | 18.09.2018 to 29.09.2018 (Both days inclusive) |

Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

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Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office: 55, Tirupati Plaza, 1st Floor,
Tirupati Shopping Centre Premises Co-Op. Society Ltd.,
S V Road, Santacruz (W), Mumbai 400 054

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of Hit Kit Global Solutions Limited will be held on Saturday, 29th September, 2018 at 10.00 a.m. at Kamal Banquet Hall, 188/1500-1501, Best Road, Opp. Neeta Bldg., Near Oshiwara Bus Depot, Motilal Nagar I, Goregaon West, Mumbai, Maharashtra 400104 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors' and Auditors' thereon.

SPECIAL BUSINESS:**2. Appointment of Statutory Auditor to fill casual vacancy:**

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. B. M. Gattani & Co , Chartered Accountants, (Firms Registration No. 113536W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. G. R. Modi & Co., Chartered Accountants, (Firm Registration No: 112617W).

"RESOLVED FURTHER THAT M/s. B. M. Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 13th August, 2018, until the conclusion of this Annual General Meeting (30th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

3. Appointment of Statutory Auditor:

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

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. B. M. Gattani & Co , Chartered Accountants, (Firms Registration No. 113536W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2023 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

By Order of the Board
For Hit Kit Global Solutions Limited
sd/-
Kamal Agrawal
Managing Director

Registered Office:
55, Tirupati Plaza, 1st Floor,
Tirupati Shopping Centre Premises
Co-Op. Society Ltd., S.V. Road,
Santacruz (W), Mumbai-400054.

Place: Mumbai,
Date: August 13, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Tuesday, 18th September, 2018 to Saturday, 29th September 2018 (both days inclusive), both days inclusive.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
5. Members are requested to notify to the Company's Registrar immediately, if any change in their address along with quoting their folio number to the share transfer agent of the Company in case of shares held in physical, on or before **31st August, 2018** being the first cut-off date for dispatch of Annual Report.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

8. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with M/s. Adroit Corporate Services Pvt. Ltd.– **prafuls@adroitcorporate.com**.
9. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. All documents referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company during office hours between 11.00 a.m. to 1.00 p.m. on all working day except Saturday, Sunday & holiday, from the date hereof upto the date of the Meeting.
11. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.
13. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
14. In terms of section 101 and 136 of the Companies Act, 2013, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the Annual Report, including Financial statements, Board Report, etc. through electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
15. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
16. Members/Proxies are requested to bring the copies of annual reports to the meeting.
17. Route map for directions to the venue of the meeting is available on website www.hitkitglobal.com.

18. Voting through electronic means:-

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulation, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **22nd September, 2018** (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (4) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by M/s. Adroit Corporate Services Pvt. Ltd. Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

A. The instructions for shareholder voting electronically are as under:

- (i) The voting period begins on **Wednesday, 26th September, 2018 at 9.00 a.m.** and ends on **Friday, 28th September, 2018 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 **22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | 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"> 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). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “HIT KIT GLOBAL SOLUTIONS 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 “HIT KIT GLOBAL SOLUTIONS LIMITED” 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 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) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com. You can also send your queries/grievances relating to e-voting at:- Name : Mr Rakesh Dalvi, Deputy Manager, Address : Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai – 400001. Email Id/Phone Number(s): rakeshd@cdslindia.com / 022 22728588, Toll free no: 18002005533.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID & initial password is provided at the bottom of the Ballot Form. Please follow steps from Sl. No. (i) to (xx) under heading 'A' above to vote through e-voting platform.

C. Voting facility at annual general meeting:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting either through electronic voting system or polling paper and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

D. General instructions:

- i. The Company has appointed Ms. Namrata Vyas, an Practising Company Secretary (ACS No.46184, COP No. 17283] as the Scrutinizer to the e-voting process, in a fair and transparent manner.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same
- iii. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- iv. The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.hitkitglobal.com and on the website of www.evotingindia.com and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company, scheduled to be held on Saturday, 29th September, 2018.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 2 of the Notice

The Members of the Company at its 28th AGM held on Friday, 30th September, 2016 had appointed M/s. G. R. Modi & Co., Chartered Accountants, (Firms Registration No. 112617W) as the Statutory Auditors of the Company to hold office from the conclusion of 28th AGM till the conclusion of 33rd Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 28th AGM of the Company.

M/s. G. R. Modi & Co., Chartered Accountants, (Firms Registration No. 112617W) vide their letter dated 13th August, 2018 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 13th August, 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. B. M. Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), to hold office as the Statutory Auditors of the Company till the conclusion of 30th AGM and to fill the casual vacancy caused by the resignation of M/s. G. R. Modi & Co., Chartered Accountants, (Firms Registration No. 112617W) subject to the approval by the members at the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. B. M. Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), to act as Statutory Auditors of the Company in place of M/s. G. R. Modi & Co., Chartered Accountants, (Firms Registration No. 112617W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

Item No. 3 of the Notice

The Board of Directors at its meeting held on 13th August, 2018, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. B. M. Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th AGM, till the conclusion of the 35th AGM of the Company to be held in the year 2023 subject to ratification of the appointment by the Members at every AGM held after the 30th AGM, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. B. M. Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

By Order of the Board
For Hit Kit Global Solutions Limited
sd/-
Kamal Agrawal
Managing Director

Registered Office:
55, Tirupati Plaza, 1st Floor,
Tirupati Shopping Centre Premises
Co-Op. Society Ltd., S.V. Road,
Santacruz (W), Mumbai-400054.

Place: Mumbai,
Date: August 13, 2018

Annexure to the Directors' Report

Corporate Governance

Company's philosophy on Code of Governance:

The Management believes that corporate growth, goals, transparency and enhanced stakeholder value are to be achieved only through good Corporate Governance.

REGULATION 27

Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is a benchmark for the compliance practices and rules required to be followed by listed companies as stipulated in SEBI (LODR) Regulation, 2015. Regulation is the baseline for good governance standards.

At comfort, we not only adhere to the prescribed corporate governance standards and practices as given in Regulation 27 but we constantly strive to adopt the emerging practices. We believe that Corporate Governance is a journey towards sustainable value creation and is always an upward moving target.

We follow corporate governance practices which inter-alia includes:

- ❖ The Board of the Company comprises one Executive Directors and Two Independent Directors representing the total composition of the Board.
- ❖ Consistent monitoring and improvement of the human and physical resources.
- ❖ Introducing regular checks and audits and continuous improvement in already well defined systems and procedures.
- ❖ Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

Board of Directors**Composition**

The Board consists of the qualified and able persons with vast experience in industry, finance management and law. The Company is in full compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The present strength of the Board is 3 Directors and complies with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Role of Independent Directors

The Independent Directors fulfil the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and requirements of SEBI (LODR) Regulations, 2015. A formal letter of appointment to Independent Directors as provided in the Companies Act, 2013 has been issued. The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. One Meeting of Independent Directors was held on dt.28.03.2018 during the year under review.

Board Procedure

The Board meets at least once a quarter to consider and approve the Financial Results, Compliance of stock exchanges and review the operations and Performance of the Company. All the Board meetings are properly scheduled. Notice and Agenda papers

containing all the relevant information are circulated to the Directors well in advance of each Board Meeting. All the relevant and necessary information / documents are made available to the Board so as to enable the directors to take informed decisions. The Minutes of each Board / Committee meetings are circulated in draft to all the Directors for seeking their confirmation before the same is recorded in Minutes Book.

During the year under review Company was in full compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board does not have any Nominee Director representing any financial institution. None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

Number of Board Meetings

The Board met Five times during the financial year 2017-18 on 23rd May, 2017, 14th August, 2017, 10th November, 2017, 14th February, 2018 and 28th March, 2018.

Directors' attendance record

Attendance of each director at the Board meetings held during the financial year ended 31st March, 2018 and the last AGM held on September 29, 2017:

| Director | No. of Board meetings held | No. of Board meetings attended | Directorship in other Listed Companies | Committee Position Member / Chairman | Last AGM Yes/No |
|-----------------|----------------------------|--------------------------------|--|--------------------------------------|-----------------|
| Kamal Agrawal | 5 | 5 | - | - | Yes |
| Amit Khandelwal | 5 | 5 | - | 3 | No |
| Arvind Sharma | 5 | 5 | - | 3 | Yes |
| Pavan S Kale* | 5 | 4 | - | 3 | No |
| Kiran Nagpal * | 5 | 4 | - | - | Yes |

*Mr. Pavan S. Kale and Mrs. Kiran Nagpal Resigned w.e.f. 14th February, 2018

Committees of the Board

Audit Committee

The Audit Committee of the Company is constituted in line with the Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The terms of reference, role and powers of the Audit Committee are as mentioned in Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and includes overseeing of the Company's financial reporting process, reviewing with the management of the financial statements and the adequacy of the internal audit function, internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and compliances.

Audit Committee comprises of three directors, out of which three are Non Executive Independent Directors who are financially literate and possess sound knowledge of accounts, audit, finance etc. Chairman of Audit Committee is the Non-Executive Independent Directors.

During the year ended March 31, 2018, four meetings of the Audit Committee were held on the following dates:

- (i) 23rd May, 2017
- (ii) 14th August, 2017
- (iii) 10th November, 2017
- (iv) 14th February, 2018

Composition of the Audit Committee and details of meeting attended by the members during the year under review:

| Name | No. of Meetings Attended |
|---------------------|--------------------------|
| Mr. Amit Khandelwal | 4 |
| Mr. Arvind Sharma | 4 |
| Mr. Pavan Kale | 4 |

Mr. Pavan Kale, Chairman of the Audit Committee is well conversant with accounting practices generally followed in India. Other members of the Committee consist of Mr. Arvind Sharma & Mr. Amit Khandelwal.

The Chief Financial Officer, the Internal Auditor and the Statutory Auditors are permanent invitees to the audit committee meetings. It has been the practice of the Chairman of the Audit Committee to extend an invitation to the professional Directors to attend all the meetings.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

In pursuant to the provisions of Section 178 (5), the Stakeholders' Relationship Committee has been formed by the Company comprises of three Directors namely Mr. Arvind Sharma being Chairman of the Committee.

Terms of Reference of the Investors Grievance Committee are as per the guidelines set out in the listing agreement with the Stock Exchanges and the relevant clauses of the Articles of Association of the Company that inter alia include looking into the Investors complaints on transfer and transmission of shares, issue of duplicate share certificates, non receipt of Balance Sheet, etc. and to ensure expeditious share transfer process.

M/s. Adroit Corporate Service Pvt. Limited is the Registrar and Transfer Agent of the Company and the committee oversees the performance of the Registrar and Transfer Agent and recommends major for overall improvement in the quality of investor services.

Composition and Attendance

| Name | No. of Meetings Attended |
|---------------------|--------------------------|
| Mr. Arvind Sharma | 4 |
| Mr. Amit Khandelwal | 4 |
| Mr. Pavan Kale | 4 |

All member of the Stakeholders Relationship Committee is Non Executive and Independent Directors. Continuous efforts are made to ensure that grievances, if any, are more expeditiously redressed to the complete satisfaction of the investors.

The Committee specifically look into the redressal of grievances of Shareholders. The committee considers and resolves the grievances of the Share holders of the Company including complaints related to Transfer of shares, Non-receipt of Annual Reports, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints, etc. No application for share transfers was pending as on 31st March, 2018.

In addition to above, this Committee is also empowered to oversee administrative matters like opening / closure of Company's Bank accounts, grant and revocation of general,

specific and banking powers of attorney and other administrative matters as delegated by Board from time to time.

During the year ended March 31, 2018, four meetings of the Stakeholders Relationship Committee were held on the following dates:

- (i) 23rd May, 2017
- (ii) 14th August, 2017
- (iii) 10th November, 2017
- (iv) 14th February, 2018

The Company attends to the Investor's grievances / correspondence expeditiously except in the case that are constrained by dispute or legal impediments.

| | | |
|----|---|----|
| a. | No. of Shareholders complaints received during the year | 08 |
| b. | No. of complaints not resolved to the satisfaction of the shareholders. | 08 |
| c. | No. of pending share transfers as on March 31, 2018 | 0 |

NOMINATION & REMUNERATION COMMITTEE:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulations. The terms of reference of the Nomination Remuneration Committee is to determine Company's policy on specific remuneration packages to Managing Directors, Executive Directors and any compensation payments and also to recommend Board payment of remuneration to Managing or Whole-Time Directors.

Terms of Reference of the Directors Nomination & Remuneration Committee are as per the guidelines set out in Regulation 19 of SEBI (LODR) Regulations, 2015 that inter alia include determination of the Company's policy on specific remuneration packages for Directors.

Composition and Attendance

Present composition of the Nomination & Remuneration Committee comprises of three directors, out of which all is Non Executive independent Directors.

Meetings during the Year:

During the Financial Year 2017-2018, two Meetings of Remuneration Committee were held during the Financial Year 2017-2018 as on 14th August, 2017 and 14th February, 2018.

| Name | Designation | Category | No. of Meetings held | No. of Meetings Attended |
|-----------------|-------------|--|----------------------|--------------------------|
| Pavan Kale | Chairman | Non Executive, Independent Director | 2 | 2 |
| Amit Khandelwal | Member | Non Executive Chairman, Independent Director | 2 | 2 |
| Arvind Sharma | Member | Non Executive, Independent Director | 2 | 2 |

Details of Remuneration Paid to the Directors and KMP's in 2017-18:

- Remuneration paid to Non-Executive Directors:**

| Name | Sitting Fees | No. of Shares held |
|---------------------|---------------------|---------------------------|
| Mr. Amit Khandelwal | - | - |
| Mr. Arvind Sharma | - | - |
| Mr. Pavan Kale | - | - |
| Mrs. Kiran Nagpal | - | - |

- Remuneration paid to Executive Directors & KMP:**

| Name | Salary (Rs.) | Bonus | Other perks | Commission | Total |
|-----------------------|---------------------|--------------|--------------------|-------------------|--------------|
| Mr. Kamal Agrawal | - | - | - | - | - |
| Mr. Rajesh Mavani | 1,50,000 | 12,500 | - | - | 1,62,500 |
| Mr. Rajkumar Kumawat* | 2,40,000 | - | - | - | 2,40,000 |
| Ms. Kirti Airen** | - | - | - | - | - |

*Mr. Rajkumar Kumawat Resigned w.e.f. 15th March, 2018

* *Ms. Kirti Airen Appointed w.e.f. 28th March, 2018

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors was as per policy of the company. The criteria are placed on the Company's website www.hitkitglobal.com.
- Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
- A consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held in 14th February, 2018.
- As per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence the question of taking a decision on their re-appointment did not arise.

MEETING OF INDEPENDENT DIRECTORS

In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (LODR) 2015, the Independent Directors held their separate meeting on 31st March, 2018, without the attendance of non-independent directors and members of management, inter alia, to discuss the following:

- i) review the performance of non-independent directors and the Board as a whole;
- ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- iii) assess 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 their duties.

All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction.

FAMILIARISATION PROGRAMME

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Directors is also explained in detail the Compliance required from them under the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015 and other relevant regulations and affirmations taken with respect to the same. Independent Directors have free and independent access to the Company's officials and records, so that they can form independent opinion about the state of affairs of the company. The details of familiarization programme are also placed on the Company's website www.hitkitglobal.com.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has laid down a Code of Business Conduct and Ethics, for all Board Members and designated employees in the Senior Management. These codes have been posted on the Company's website. For the year under review, all Board Members and designated employees in the Senior Management of the Company have confirmed their adherence to the provisions of the said Codes.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has instituted a comprehensive Code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The objective of this Code is to prevent purchase and/ or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors and designated employees are completely prohibited from dealing in the Company's shares when the Trading Window is closed. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company and enlists the consequences of any violations.

DISCLOSURES ON RELATED PARTY TRANSACTIONS:

The Company has not entered into any transaction of a material nature with the Promoters, Directors or the Management or relatives, etc. that may have potential conflict with the interests of the Company at large. All transactions were carried out on an arms length basis and were not prejudicial to the interest of the Company.

Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee for approval. All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business.

The Company has received disclosures from Senior Executives confirming that they have not entered into any financial or commercial transactions in which they or their relatives may have a personal interest.

The related party transactions have been reviewed by the Audit Committee as required under SEBI (LODR) Regulations, 2015 and found them to be not materially significant.

The Company has established a mechanism for implementing Whistle blower Policy. It is confirmed that no personnel has been denied access to the Audit Committee.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are reviewed and recommended by the Audit Committee and approved by the Board.

RISK MANAGEMENT:

The Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on continuous basis. Once identified, these risks are systematically categorized as strategic risks, business risks or reporting risks.

To address these risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, Hit Kit Global Solutions Ltd., has set in place various procedures for Risk Management.

MD / CFO CERTIFICATION:

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 33 of SEBI (LODR) Regulations, 2015 a Certificate duly certified by Mr. Kamal Agrawal, Managing Director & Mr. Rajesh Mavani Chief Financial Officer has been obtained. The Certificate is annexed to this Report.

General Body Meetings:

Location and time of the last 3 Annual General Meetings and Special Resolutions passed by the Company are noted below:

| Financial Year | Location | Day and Date | Time | Special Resolution |
|----------------|---|---|------------|---|
| 2014-15 | Rasoi Banquet, Opp. Goregaon Sports Complex, Link Road, Malad (W), Mumbai – 400 064 | Wednesday, 30 th September, 2015 | 10.00 a.m. | 1. Special Resolution i.e. Authority under section 180(1)(c) of Companies, Act was passed |
| 2015-16 | Rasoi Banquet, Opp. Goregaon Sports Complex, Link Road, Malad (W), Mumbai – 400 064 | Friday, 30 th September, 2016 | 10.00 a.m. | No Special Resolution was passed |
| 2016-17 | Rasoi Banquet, Opp. Goregaon Sports Complex, Link Road, Malad (W), Mumbai – 400 064 | Friday, 29 th September, 2017 | 10.00 a.m. | No Special Resolution was passed |

Whether any resolution was proposed to be conducted through postal ballot – No.

All the above resolutions were put to vote by show of hands and were passed unanimously by the members of the company. In the last three years, only Three Special Resolution has been passed in the AGMs.

Subsidiaries:

The Company do not have any subsidiary.

Disclosures**Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other statutory authority on any matter related to capital market, during the last three years:-**

The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last three years.

Disclosures of accounting treatment wherever applicable have been made in the Audited Financial Accounts for the year ended 31st March, 2018.

Senior Management

Disclosures have also been received from the senior managerial personnel relating to the financial and commercial transactions in which they or their relatives may have personal interest. However, none of this transaction has potential conflict with the interest of the company at a large.

Mandatory requirements

The Company has complied with all mandatory requirements of SEBI (LODR) Regulations, 2015.

Discretionary Requirements**The Board**

A Company have non-executive chairperson and allowed reimbursement of expenses incurred in performance of his duties.

Shareholder Rights

Presently the company is not sending half-yearly communication.

Modified opinion(s) in audit report

It is always company's endeavour to present unqualified financial statements. There are no audit qualifications in the company's financial statements.

Separate posts of Chairperson and Managing Director (MD)

The company have separate post of Chairperson and MD.

Reporting of internal auditor

The Internal Auditor is directly reporting to Audit Committee.

Means of Communication

Quarterly/Yearly Un-audited / Audited Financial Results were published during the financial year as follows:

| Financial Result | Un-Audited / Audited* | Newspapers |
|---|-----------------------|--------------------------------------|
| Last year Fourth Quarter Ended and Year Ended March | Audited | Business Standard / Mumbai Lakshdeep |
| First Quarter Ended June | Un-Audited | Business Standard / Mumbai Lakshdeep |
| Second Quarter Ended September | Un-Audited | Business Standard / Mumbai Lakshdeep |
| Third Quarter Ended December | Un-Audited | Business Standard / Mumbai Lakshdeep |

* The Board of Directors of the Company approved and took on record the Unaudited financial results within 45 days of quarter / half year and Audited financial results within 60 days of year end and communicated these results to all Stock Exchanges where the shares of the Company are listed and published in newspapers as indicated above and also put on Company's website www.hitkitglobal.com.

The Company also intimates the stock exchanges all price sensitive information or such other matters which in its opinion are material and of relevance to the investor / shareholders. The Financial Results are not being sent to each household of the Shareholders. The Management's Discussion and Analysis on financial and operational performance of the Company and General Shareholders Information is provided in the Annual Report.

Auditors' Certificate on Corporate Governance

**To the Members of
Hit Kit Global Solutions Limited**

We have examined all the relevant records of **Hit Kit Global Solutions Limited (the Company)** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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.

For G. R. Modi & Co.,
Chartered Accountants
Firm Registration No.112617W

Sd/-
G.R.Modi
Partner
Membership No.15240

Mumbai, 13th August, 2018

MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We Kamal Agrawal, Managing Director and Rajesh Mavani, CFO of the Company hereby confirm and certify that

a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing generally accepted accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee

(i) that no significant changes in internal control over financial reporting during the year;

(ii) that no changes in accounting policies during the year and have been disclosed in the notes to the financial statements; and

(iii) That no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Kamal Agrawal
Managing Director

Rajesh Mavani
Chief Financial Officer

Mumbai, 13th August, 2018

Directors Report

To The Members
Hit Kit Global Solutions Limited,

Yours Company's Directors are pleased to present 30th Annual Report of the Company, along with Audited Accounts, for the financial year ended March 31st, 2018.

Financial Performance

The salient features of the Company's financial performance for the year under review are as follows:

| Particulars | (Rs. In Lakhs) | |
|---|----------------|------------|
| | 31.03.2018 | 31.03.2017 |
| Gross Revenue | 19.94 | 33.34 |
| Operating Profit before Interest, Depreciation and Amortization and Tax | (4.28) | 1.24 |
| Interest | - | - |
| Depreciation | 0.15 | 0.11 |
| Profit before tax (PBT) | (4.43) | 1.13 |
| Provision for Taxation | (0.07) | 0.35 |
| Profit after tax (PAT) | (4.49) | 0.78 |

Performance of the Company

During the year under the review, the Company has recorded gross revenue of Rs. 19.94 lakhs as against Rs. 33.34 lakhs in the previous year. After offsetting the expenses the company made a Loss after tax of Rs.4.49 lakhs against Profit of Rs. 0.78 lakhs in the previous year.

The Earning per Share (EPS) for the year was Rs. (0.00) as against Rs. 0.00 for previous year.

Indian Accounting Standards (Ind As)

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. Refer note 19.3 (c) for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Dividend

In order to conserve resources for future growth, your Directors do not recommend any dividend for the year.

Transfer to Reserves

The Company proposes to transfer Rs. NIL (P.Y. NIL) to the General Reserve out of the amount available for appropriations and an amount of Rs.45.06 Lakhs (P.Y. 49.55 Lakhs) is proposed to be retained in the Profit and Loss Account.

Changes in Share Capital

During the year, Company has not made any allotment of Equity or preference Shares.

Public Deposits

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Subsidiaries:

The Company has no Holding or Subsidiary Or Associates Company as on 31st March, 2018.

Joint Venture:

During the year, The Company has formalized the Joint Venture by execution of the Joint Venture Deed on this 15th day of September, 2017, having formed into a Joint Venture (A.O.P.) to be known in the name of 'ENGINEERS INDIA ASSOCIATES' for the construction and development of resort project near Lonavala, Dist. Pune.

Statement containing salient features of financial statements of Joint Venture pursuant to section 129 of the Companies Act, 2013 (Act) read with Rule 5 of the Companies (Accounts) Rules, 2014 is annexed to this Report in the prescribed Form AOC-1, as **“Annexure I”**.

Retail Business

During the year, your Company focused mainly its agri-business value chain. In this objective your company has carried out retailing of vegetables to the small vendors at the APMC market, which the company is sourcing directly from the wholesaler at the APMC Market.

Your company provides its customers with good quality produce that has better shelf life and more consistent quality in keeping the best interest of the consumers. The vision of the company is to generate inclusive growth and prosperity for farmers, vendor partners, small shopkeepers and consumers.

As a marketing strategy, the Company has established the vegetable supply chain from vegetable market to vegetable vendors in the forthcoming financial year.

Disclosures Under Section 134(3)(I) Of The Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

Adequacy of Internal Financial Controls

Internal financial controls with reference to the financial statements were adequate and operating effectively

Adequacy of Internal Financial Controls

The details pertaining to adequacy of internal financial controls with reference to the Financial Statements pursuant to Rule 8 (5) (viii) of the Companies (Accounts) Rules, 2014 are included in Management Discussion & Analysis, which forms part of this report.

Related Party Transactions

There was no related party transactions (RPTs) entered into by the Company during the financial year, which attracted the provisions of section 188 of Companies Act, 2013. There being no 'material' related party transactions as defined under SEBI (LODR) Regulation, 2015, there are no details to be disclosed in Form AOC-2 in that regard.

During the year 2017-18, pursuant to section 177 of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, all RPTs were placed before Audit Committee for its prior/omnibus approval.

The policy on RPTs as approved by Board is uploaded on the Company's website www.hitkitglobal.com.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Disclosure Relating To Equity Shares with Differential Rights

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Disclosure Relating To Sweat Equity Shares

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Disclosures In Respect Of Voting Rights Not Directly Exercised By Employees

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

Matters Related To Directors and Key Managerial Personnel**Directors and Key Managerial Personnel**

During the year under review, following changes took place in the composition of the Board of Directors of the Company.

Appointment / Change in Designation of Director

During the year under review, Mr. Pavan Kale and Mrs. Kiran Nagpal were resigned as a Non Executive Directors of the Company w.e.f. 14th February, 2018.

KEY MANAGERIAL PERSONNEL:**Appointment**

During the year Ms. Kirti Airen appointed as Company Secretary and Compliance Officer of the Company w.e.f. 28th March, 2018.

Resignation

Mr. Rajkumar Kumawat resigned as Company Secretary and Compliance Officer of the Company w.e.f. 15th March, 2018

Declaration by Independent Directors

The Independent directors have submitted the Declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

Disclosures Related To Board, Committees and Policies Board Meetings

The Board of Directors met 5 times during the financial year ended March 31, 2018 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time. Additionally, on March 28, 2018, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Policies of the Company:

Your Company has posted the following documents on its website www.hitkitglobal.com.

1. Code of Conduct and Ethics
2. Whistle Blower Policy (Vigil Mechanism)
3. Related Party Transaction Policy
4. Familiarisation Programme for the benefit of the Independent Directors
5. Nomination and Remuneration Policy
6. Policy for determining materiality of events
7. Policy for determining “material subsidiary” of the company

Directors’ Responsibility Statement

Pursuant to Section 134(3) (C) of the Companies Act, 2013, Directors confirm that -

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

Nomination and Remuneration Committee:

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees has been attached as **ANNEXURE-IV** to this report.

Audit Committee:

The Audit Committee of the Board pursuant to Section 177(2) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 consist of Three Directors and all are Independent Directors and constitutes majority.

Risk Management Policy:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors.

Auditors**Statutory Auditor**

The Board of Directors of the Company in its meeting held on August 13, 2018 appointed M/s. B.M. Gattani & Co., Chartered Accountants, (FRN:-113536W) as Statutory Auditors to fill the casual vacancy caused due to resignation of the existing auditors Price M/s. G.R. Modi & Co., Chartered Accountants, (FRN:- 112617W). The appointment M/s. B.M. Gattani & Co, Chartered Accountants has been put forth before the members at the forth coming Annual General Meeting for their approval.

Pursuant to the provisions of section 139, 142 of the Companies Act, 2013, and the Rules made thereunder, the current auditors of the Company, M/s. B.M. Gattani & Co., Chartered Accountants, (FRN:-113536W) were appointed by the members at the 30th Annual General Meeting to hold office until the conclusion of the 35th Annual General Meeting, subject to ratification by members at each Annual General Meeting.

In terms of provisions of section 139 of the Companies Act, 2013 M/s. B.M. Gattani & Co, Chartered Accountants have furnished a certificate that their appointment, if made, will be within the limits prescribed under the said section of the Act. As required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statutory Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their audit reports on the financial statements for the year ended March 31, 2018.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder the Company has appointed, M/s. Monika Thanvi & Associates (membership number: 31494) Practicing Company Secretary, to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2017-18 given by Mrs. Monika Thanvi in the prescribed form MR-3 as **ANNEXTURE-III** to this Report. The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

Internal Auditor

Internal Audit for the year ended March 31, 2018 was done by M/s. R. Thanvi & Co, Chartered Accountants and Internal Audit report for every quarter was placed before the Audit Committee. Further, Board of Directors of the Company has appointed M/s. Motilal & Associates, as an Internal Auditors of the company for the F.Y 2018-19.

Extract of Annual Return

The Extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as **ANNEXURE-II** to this Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

As your company is not engaged in manufacturing activities, the reporting requirement on these matters is not applicable and Foreign exchange earning & outgo during the year is NIL.

Corporate Social Responsibility:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

Ratio of the Remuneration of Each Director to the Median Employee's Remuneration:

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No. | Name of Director / KMP and Designation | Remuneration of Director /KMP for Financial Year 2017-18 | % increase in remuneration in the Financial Year 2017-18 | Ratio of Remuneration to each Director/ to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the Company |
|---------|---|--|--|---|---|
| 1 | Mr. Kamal Agrawal (Managing Director & Chief Executive Officer) * | Nil | Nil | Nil | Profit / (Loss) Before Tax decreased by 490 % and Profit / (Loss) After Tax decreased by 672% in Financial Year 2017-18 |
| 2 | Mr. Amit Khandelwal (Non Executive Chairman) | Nil | Nil | Nil | |
| 3 | Mr. Arvind Sharma (Non-Executive, Independent Director) | Nil | Nil | Nil | |
| 4 | Mr. Pavan Kale* (Non-Executive, Independent Director) | Nil | Nil | Nil | |
| 5 | Mrs. Kiran Nagpal* (Non-Executive Director) | Nil | Nil | Nil | |
| 6 | Mr. Rajesh Mavani (Chief Finance Officer) | 1,62,500 | Nil | Nil | |
| 7 | Mr. Rajkumar Kumawat** (Company Secretary & Compliance Officer) | 2,40,000 | Nil | Nil | |
| 8 | Ms. Kirti Airen *** (Company Secretary & Compliance Officer) | NIL | NIL | NIL | |

* Mr. Pavan Kale & Mrs. Kiran Nagpal resigned w.e.f. 14th February, 2018

** Mr. Rajkumar Kumawat was resigned as CS & CO on 15th March, 2018.

*** Ms. Kirti Airen was appointed as Company Secretary & Compliance Officer on 28th March, 2018.

ii) The median remuneration of employees of the Company during the financial year was Rs. 7.00 Lakhs.

iii) In the financial year, there was an increase of 10.41% in the median remuneration of employees;

iv) There were 5 permanent employees on the rolls of Company as on March 31, 2018;

v) Relationship between average increase in remuneration and company performance:- The Profit / (Loss) before Tax for the financial year ended March 31, 201 decreased by 490% whereas the increase in median remuneration was 10.41%. The average increase in median remuneration was in line with the performance of the Company.

vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel Rs. 4.03 Lakhs in 2017-18 against Rs. 3.11 Lakhs in 2016-17 whereas the Profit/(Loss) before Tax decreased by 490% to 4.49 Lakhs in 2017-18 (Profit of Rs. 1.13 Lakhs in 2016-17).

vii) a) Variations in the market capitalization of the Company : The market capitalisation as on March 31, 2018 was Rs. 129.50 Lakhs (Rs. 118.40 Lakhs as on March 31, 2017).

b) Price Earnings ratio of the Company was (24) as at March 31, 2018 and was (32) as at March 31, 2017.

vii) Average percentage increased made in the salaries of employees other than the managerial personnel in the last 3 Financial year i.e. 2017-18 was NIL% whereas No increase or decrease in the managerial remuneration for the same 3 financial year.

viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

x) It is hereby confirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annual Evaluation of Performance of Board:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors. The Board has carried out an evaluation of its performance after taking into consideration various performance related aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The performance evaluation of the Board as a whole and Chairman and the Non-

independent Directors was also carried out by the Independent Directors at their meeting held on 31st March, 2018.

Similarly, the performance of various committees, individual independent and Non independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of Stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual Directors.

Significant and Material Orders Passed by Regulators or Courts or Tribunals:

Company had received a letter dated August 07, 2017 from Bombay Stock Exchange informing that the Company was declared as Shell Company as per MCA letter dated June 09, 2017 vide No- F No. 03/73/2017-CL-II. The Company had filed its Representation to BSE on August, 10, 2017 and filed an Appeal to Securities Appellate Tribunal (SAT), Mumbai, on August 17, 2017 and SAT had given its directions to SEBI to dispose of the Representation made by the company as expeditiously as possible and in any event within a period of three weeks from August 17, 2017.

SEBI had passed the Interim Order on September 07, 2017 as mentioned below:-

- i. The trading in securities of HKGSL shall be reverted to the status as it stood prior to issuance of letter dated August 7, 2017 by SEBI.
- ii. Stock Exchange shall appoint an independent auditor to conduct forensic audit of the financials of HKGSL to establish their genuineness.
- iii. The limitation on the transfer of shares held by the Promoters and Directors as mentioned in para 1(b) of SEBI's letter dated August 07, 2017 is removed.
- iv. The other actions envisaged in SEBI's letter dated August 07, 2017 in para 1 (d) as may be applicable, and the consequential action taken by Stock Exchanges shall continue to have effect against HKGSL.

The Company was advised to file its reply/objections to this interim order, if any within 21 days vide Interim Order dated September 07, 2017. Accordingly company had filed its reply/objections to SEBI. Thereafter SEBI passed an order on May 21, 2018 confirming the directions issued vide Interim Order dated September 07, 2017.

Presentation of Financial Results

The financial results of the Company for the year ended 31st March, 2018 have been disclosed as per Schedule III to the Companies Act, 2013.

Corporate Governance Report

A Certificate from Statutory Auditors Regarding Compliance of the conditions of Corporate Governance as per the requirement of SEBI (LODR) Regulations, 2015 is annexed to the report on Corporate Governance.

The Board of Directors support the concept of Corporate Governance and having regard to transparency, accountability and rationale behind the decisions have made proper disclosures separately under the heading "Corporate Governance".

Listing

The Securities of your Company are listed with the BSE Limited and Ahmadabad Stock Exchange limited, and pursuant to Regulation 14 of the SEBI (LODR) Regulation, 2015 and as per listing requirement of the Stock Exchanges, the Annual Listing fees for the year 2017-18 have been paid.

Management's Discussion and Analysis Statement

The Management Discussion and Analysis for the year 2017-18, as required under SEBI (LODR) Regulations, 2015, are given in separate section forming part of the Annual Report.

Acknowledgements

The Board of directors places on record its sincere appreciation for the dedicated efforts put in by all employees, their commitment and contribution at all levels, in most difficult and challenging environment during the year. Your Directors would like to record their sincere appreciation for the support and co-operation that your Company received from business associate and other strategic partners of the company.

Your Directors wish to place on record their sincere appreciation and thanks for the valuable co-operation and support received from the Registrar of Companies, Maharashtra, Regional Director, Western Region, Ministry of Company Affairs, Stakeholders, Company's bankers, financial institutions, Regulatory Authorities, Stock Exchanges and shareholders at large and look forward to the same in greater measure in the coming years.

On behalf of the Board
For Hit Kit Global Solutions Limited

Sd/-

Kamal Agrawal

Managing Director

DIN No: 07646000

Amit Khandelwal

Non Executive Chairman

DIN No: 03049635

Mumbai, 13th August, 2018

Annexures to the Directors Report

Annexure-I

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries-

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

| Sl. No. | Particulars | Details |
|---------|---------------|---------|
| 1. | No Subsidiary | N.A |

Part "B": Associates and Joint Ventures

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

1. Name of Joint Venture which is yet to commence operations:

| | |
|---|--|
| Name of Joint Venture | Engineers India Associates (A.O.P) |
| 1. Latest audited Balance Sheet Date | 31.03.2018 (Un-audited) |
| 2. Shares of Joint Venture held by the company on the year end | It is an A.O.P thus Not Applicable |
| No. | Not Applicable |
| Amount of Investment in Joint Venture | Rs. 4.01 cr. |
| Extend of Holding% | 40% |
| 3. Description of how there is significant influence | Having 40% stake in Joint Venture |
| 4. Reason why the joint venture is not consolidated | As Company exercises Joint Control as per Ind AS 111 in Joint Venture. Joint Venture has not commenced its Operations. |
| 5. Net worth attributable to shareholding as per latest audited Balance Sheet | Rs. 4.02 cr. |
| 6. Profit/Loss for the year | |
| i. Considered in Consolidation | NIL |

On behalf of the Board
For Hit Kit Global Solutions Limited

Sd/-
Amit Khandelwal
Non Executive Chairman
DIN No: 03049635

Sd/-
Kamal Agrawal
Managing Director
DIN No: 07646000

Mumbai, 13th August, 2018

ANNEXURE-II**The Extract of the Annual Return in form MGT-9:**

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

I. Registration and other Details

| | |
|---|---|
| CIN | L70100MH1988PLC049929 |
| Registration Date | 06th December, 1988 |
| Name of the Company | Hit Kit Global Solutions Ltd. |
| Category | Company Limited by shares |
| Sub-Category | Indian Non-Government Company |
| Address of the Registered Office | 55, Tirupati Plaza, 1st Floor, Tirupati Shopping Centre Premises Co-Op. Society Ltd., S V Road, Santacruz (W), Mumbai 400 054 |
| Contact details | Tel no. 91-22- 6561 4984, Fax : 91-22- 2600 2894 E-mail address: info@hitkitglobal.com Website: www.hitkitglobal.com |
| Whether Listed Company | Yes, Listed on BSE Ltd |
| Name, Address and Contact details of Registrar and Transfer Agent | Adroit Corporate Service Pvt. Limited 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. |

II. Principal Business Activities

All the business activities contributing 10 % or more of the total turnover of the Company

| Sl. No. | Name and Description of main products | NIC Code of the Product | % to total turnover of the Company |
|---------|---------------------------------------|-------------------------|------------------------------------|
| 1. | Retail sale of fresh Vegetables | 5220 | 100 |

III. Particular of Holding, Subsidiary and Associate Companies

| Sr No | Name and Address | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|-------|------------------|---------|--------------------------------|------------------|--------------------|
| | NIL | | | | |

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

| Category of shareholders | No. of shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total Shares | Demat | Physical | Total | % of total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt (s) | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--|------------------|----------|------------------|--------------|------------------|----------|------------------|--------------|----------|
| d) Bodies Corp. | 44,14,184 | - | 44,14,184 | 11.93 | 44,14,184 | - | 44,14,184 | 11.93 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1) | 44,14,184 | - | 44,14,184 | 11.93 | 44,14,184 | - | 44,14,184 | 11.93 | - |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other – Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2): | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 44,14,184 | - | 44,14,184 | 11.93 | 44,14,184 | - | 44,14,184 | 11.93 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| Bodies Corporate | | | | | | | | | |
| i) Indian | 76,97,152 | - | 76,97,152 | 20.80 | 77,16,864 | - | 77,16,864 | 20.86 | 0.06 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 156,86,770 | 20,752 | 1,57,07,522 | 42.45 | 1,55,26,135 | 21,252 | 1,55,47,387 | 42.02 | 0.28 |

| | | | | | | | | | |
|--|--------------------|---------------|--------------------|---------------|--------------------|---------------|--------------------|---------------|----------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 94,13,221 | - | 94,13,221 | 25.44 | 90,94,648 | - | 90,94,648 | 24.58 | (0.41) |
| c) Others (specify) | | | | | | | | | |
| Clearing member | - | - | - | - | - | - | - | - | - |
| Non Resident Indians | 1,98,764 | - | 1,98,764 | 0.54 | 2,26,917 | - | 2,26,917 | 0.61 | 0.08 |
| Sub-total (B)(2): | 3,25,65,064 | 20,752 | 3,25,85,816 | 88.07 | 3,25,64,564 | 21,252 | 3,25,85,816 | 88.07 | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 3,25,65,064 | 20,752 | 3,25,85,816 | 88.07 | 3,25,64,564 | 21,252 | 3,25,85,816 | 88.07 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 3,69,79,248 | 20,752 | 3,70,00,000 | 100.00 | 3,69,78,748 | 21,252 | 3,70,00,000 | 100.00 | - |

(ii) Shareholding of Promoters

| Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % Change in share holding during the year |
|---------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| Webnet Infoways Ltd | 44,14,184 | 11.93 | 0 | 44,14,184 | 11.93 | 0 | 0.00 |

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

| | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|---|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Webnet Infoways Ltd | 44,14,184 | 11.93 | 44,14,184 | 11.93 |
| No Change During the year | - | - | - | - |
| Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | No Change During the year | | | |
| At the End of the year | 44,14,184 | 11.93 | 44,14,184 | 11.93 |

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

| | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|---|--|------------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. Vora Construction Ltd | | | | |
| At the beginning of the year | 38,71,844 | 10.46 | 38,71,844 | 10.46 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | 07.04.2017 14.04.2017 28.04.2017 23.02.2018 | 40,678 7,100 10,001 1,083 | | |
| At the End of the year | | | 39,30,706 | 10.62 |
| 2. Glimmer Enterprises Pvt. Ltd. | | | | |
| At the beginning of the year | 19,92,300 | 5.38 | 19,92,300 | 5.38 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 19,92,300 | 5.38 |
| 3. Prakash Bhoorchand Shah | | | | |
| At the beginning of the year | 16,47,477 | 4.45 | 16,47,477 | 4.45 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 16,47,477 | 4.45 |
| 4. Rahul Jagannath Joshi | | | | |
| At the beginning of the year | 11,08,992 | 3.00 | 11,08,992 | 3.00 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 11,08,992 | 3.00 |
| 5. Santosh S Goenka | | | | |
| At the beginning of the year | 10,83,318 | 2.93 | 10,83,318 | 2.93 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 10,83,318 | 2.93 |
| 6. Rahul Jagannath Joshi (HUF) | | | | |
| At the beginning of the year | 8,34,005 | 2.25 | 8,34,005 | 2.25 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 8,34,005 | 2.25 |
| 7. Supriya Santosh Goenka | | | | |
| At the beginning of the year | 7,01,727 | 1.90 | 7,01,727 | 1.90 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 7,01,727 | 1.90 |
| 8. Sunita Santosh Goenka | | | | |
| At the beginning of the year | 4,87,254 | 1.32 | 4,87,254 | 1.32 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for | | | | |

| | | | | |
|--|---------------------------|------|----------|------|
| increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 4,87,254 | 1.32 |
| 9. Harmesh Rahul Joshi | | | | |
| At the beginning of the year | 4,55,457 | 1.23 | 4,55,457 | 1.23 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 4,55,457 | 1.23 |
| 10. New Market Advisory Limited | | | | |
| At the beginning of the year | 3,40,734 | 0.92 | 3,40,734 | 0.92 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | | | 3,40,734 | 0.92 |

(v) Shareholding of Directors and Key Managerial Personnel:

| | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|--|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| Mr. Amit Khadelwal | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Mr. Arvind Sharma | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Mr. Pavan Kale* | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Mrs. Kiran Nagpal* | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Mr. Kamal Agrawal (MD) | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer | No Change During the year | | | |

| | | | | |
|---|---------------------------|------|--------|------|
| /bonus/ sweat equity etc): | | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Mr. Rajesh Mavani (CFO) | | | | |
| At the beginning of the year | 20,032 | 0.05 | 20,032 | 0.05 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 20,032 | 0.05 | 20,032 | 0.05 |
| Mr. Rajkumar Kumawat (Company Secretary)** | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |
| Ms. Kirti Airen (Company Secretary)*** | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc): | No Change During the year | | | |
| At the End of the year | 0 | 0 | 0 | 0 |

* Mr. Pavan Kale & Mrs. Kiran Nagpal resigned w.e.f. 14th February, 2018

** Mr. Rajkumar Kumawat was resigned as CS & CO on 15th March, 2018.

*** Ms. Kirti Airen was appointed as CS & CO on 28th March, 2018.

V. Indebtedness

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

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

VI. Remuneration of Directors and Key Managerial Personnel*A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

| Particulars of Remuneration | Mr. Kamal Agrawal | Total Amount |
|---|--------------------------|---------------------|
| Gross salary | - | - |
| (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - |
| Stock Option | - | - |
| Sweat Equity | - | - |
| Commission | - | - |
| - as % of profit | - | - |
| - others | - | - |
| Others | - | - |
| Total (A) | - | - |
| Ceiling as per the Act | - | - |

B. Remuneration to other directors:

| Particulars of Remuneration | Name of Directors | | |
|--|----------------------------|--------------------------|-----------------------|
| | Mr. Amit Khandelwal | Mr. Arvind Sharma | Mr. Pavan Kale |
| Independent Directors | | | |
| • Fee for attending board / committee meetings | - | - | - |
| • Commission | - | - | - |
| • Others | - | - | - |
| Total (1) | - | - | - |
| Other Non-Executive Directors | Mrs. Kiran Nagpal | | |
| • Fee for attending board / committee meetings | - | - | - |
| • Commission | - | - | - |
| • Others | - | - | - |
| Total (2) | - | - | - |
| Total (B)=(1+2) | - | - | - |
| Total Managerial Remuneration | - | - | - |
| Overall Ceiling as per the Act | - | - | - |

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

| Particulars of Remuneration | Key Managerial Personnel | | | |
|---|--------------------------|----------------------|-------------------|--------------------|
| | Company Secretary | Company Secretary | CFO | Total Amount (Rs.) |
| | Ms. Kirti Airen | Mr. Rajkumar Kumawat | Mr. Rajesh Mavani | |
| Gross salary | | | | |
| (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | 2,40,000 | 1,62,500 | 4,02,500 |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| Stock Option | - | - | - | - |
| Sweat Equity | - | - | - | - |
| Commission - as % of profit - others | - | - | - | - |
| Others | - | - | - | - |
| Total | - | 2,40,000 | 1,62,500 | 4,02,500 |

*Remuneration of KMP's is mentioned in Corporate Governance Report.

VII. Penalties / Punishment/ Compounding of Offences:

During the year there were no penalties, punishment, compounding charges paid by the company.

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority [RD/NCLT / Court] | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. Other Officers in Default | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

ANNEXURE-III

FORM NO. MR - 3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018**

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

To,
The Members,
M/S. HIT KIT GLOBAL SOLUTIONS LTD.
55, Tirupati Plaza, 1st Floor, S V Road, Santacruz (W),
Tirupati Shopping Centre Premises Co-Op Soc. Ltd.,
Mumbai: 400054

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hit Kit Global Solutions 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions of the applicable acts 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 :

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2018 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;
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the audit period**)

- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period)**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**

The management has identified and confirmed the following laws as specifically applicable to the Company:

- 1. Income Tax Act, 1961.
- 2. The Equal Remuneration Act, 1976.
- 3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- 4. The Bombay Shops & Establishment Act, 1948.
- 5. The Professional Tax Act, 1975.
- 6. The Negotiable Instrument Act, 1881
- 7. The Information Technology Act, 2000
- 8. The Indian Contract Act, 1872
- 9. The Sale of Goods Act, 1930.

iv. Other following Acts are not applicable to the Company:

- 1. Foreign Exchange Management Act, 1999
- 2. The Factories Act, 1948.
- 3. The Industrial Dispute Act, 1947. (ID Act)
- 4. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- 5. The Payment of Bonus Act, 1965.
- 6. The Payment of Gratuity Act, 1972.
- 7. The Payment of Wages Act, 1936.
- 8. The Child Labour (Prohibition and Regulation) Act, 1986.
- 9. The Environment (Protection) Act, 1986.
- 10. The Water (Prevention and Control of Pollution) Act, 1974.
- 11. The Air (Prevention and Control of Pollution) Act, 1981.
- 12. The Central Sales Tax Act, 1956 & other applicable state Sales Tax Acts.
- 13. The Water Cess Act, 1977.
- 14. The Maharashtra Value Added Tax, 2002.
- 15. The Customs Act, 1962.
- 16. The Goods and Service Act, 2017

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

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by The Institute of Company Secretaries of India;
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:-

1. During the audit period under review, the company is declared as Shell Company as per MCA letter dated 09.06.2017 vide No- F No. 03/73/2017-CL-II. Pursuant to the said letter the affairs of the company were under examination by SEBI and Stock Exchanges, however the Company has replied to the said authorities and made representation before them as required from time to time.
2. During the audit period, the shares of the Company were strictly monitored so that the investors are informed about the SEBI and Stock exchanges examination in the affairs of the Company.

As per SEBI Interim Order dated 07.09.2017, the following directions are given:-

- a. The trading in securities of HKGSL shall be reverted to the status as it stood prior to issuance of letter dated 07.08.2017 by SEBI.
 - b. Stock exchanges shall appoint Independent Auditor to conduct forensic Audit of the Financials of the Company.
3. As per SEBI Interim order dated 07.09.2017, the following directions are given:-
- a. The trading in securities of HKGSL shall be reverted to the status as it stood prior to issuance of letter dated 07.08.2017 by SEBI.
 - b. Stock exchanges shall appoint Independent Auditor to conduct forensic Audit of the Financials of the Company.
 - c. The Limitation on the transfer of shares held by the Promoters and Directors as mentioned in Para (1)(b) of SEBI letter dated August 07, 2017 is removed.
 - d. The other actions envisaged in SEBI's Letter dated 07.08.2017 in Para 1(d) as may be applicable and the consequential action taken by Stock Exchanges shall continue to have effect against HKGSL.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Independent Directors and a Woman Director (** Mrs. Kiran Nagpal resigned on 14.02.2018*). The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and shorter notice consent was received by all the directors wherever required. 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.

All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be.

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

I further report that during the year under review, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

For Monika Thanvi & Associates
Company Secretaries

Place: Mumbai
Date: 02/08/2018

CS Monika Thanvi
Proprietor
M. No. ACS 31494
C. P. No. 11567

ANNEXURE I

**To,
The Members,
M/S. HIT KIT GLOBAL SOLUTIONS LTD.**
55, Tirupati Plaza, 1st Floor, S V Road, Santacruz (W),
Tirupati Shopping Centre Premises Co-Op Soc. Ltd.,
Mumbai: 400054

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

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures 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.

For Monika Thanvi & Associates
Company Secretaries

Place: Mumbai
Date: 02/08/2018

CS Monika Thanvi
Proprietor
M. No. ACS 31494
C. P. No. 11567

ANNEXURE-IV**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (LODR) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him/her and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that;

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

- To devise a policy on Board diversity, composition, size, Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

- a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL**1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013 shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay may include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- d) The Incentive pay may be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

Annexure to the Directors' Report

Management Discussion and Analysis

The management of Hit Kit Global Solutions Limited presents the analysis of the performance of the company for the year 2017-18 and its outlook for the future. This outlook is based on an assessment of the current business environment. It may vary due to future economy and other developments both in India and Abroad.

Company is committed to be an effective low cost source of supply, while maintaining the required quality of the agro-produce. Over a period of time we have identified new opportunities and developed new techniques into food supply chain system within the organisation.

Overview of the Global & Indian Tourism Industry

Robust economic growth and buoyant consumer spending across the world was adequately reflected in the performance of the global travel and tourism industry in 2017. According to the World Travel & Tourism Council ('WTTC') estimates, the sector's direct growth stood at 4.6% in the year and outperformed global economic growth for the seventh year in a row.

Continuing the momentum seen in recent years, Asia was at the forefront of the sector growth in 2017 as well. The Travel and Tourism sector is estimated to be 10.4% of global GDP and 9.9% of total employment (313 million jobs) in 2017. The sector thus continued to play a crucial role in creating jobs, fuelling exports and fostering prosperity around the world.

In 2017, the demand for international tourists grew at a rapid pace of 7% to 1,322 million according to the latest UNWTO world tourism Barometer. While the growth is likely to diminish from here on, it is still estimated to remain healthy at 4-5% in 2018.

Retail Business

Looking at the robust economic growth of the Tourism Industry, the company has scaled down the business operations of vegetable retailing, thereby consolidating the operations and are diversifying the Business activities into the Resort development near Lonavala by deploying the available funds into the Resort Project of the Company.

Key- Developments in 2017-18

The Resort Project:-

During the year Company has diversified its business activities into development of resort project by putting to optimum use of the available assets and are developing Organic Forest Resort at sahayadri hills near Lonavala comprising of Forest chalets and cottages and waterpark at the upcoming Monsoon Lake, catering to tourist from Mumbai and Pune.

During the year, The Company has formalized the Joint Venture by execution of the Joint Venture Deed on 15th day of September, 2017, having formed into a Joint Venture (A.O.P.) to be known in the name of 'ENGINEERS INDIA ASSOCIATES' for the construction and development of resort project near Lonavala, Dist. Pune.

The Company has started implementation of the resort project and as at the date of balance sheet deployed an amount of Rs. 995.42/- lakhs in the said project.

Strengths, Risks and Concerns

Strengths

Over few years in retail business, your Company has developed supply chain for retailing vegetables from farmer to whole seller to the consumers.

Risk, Concerns and Risk Mitigation

Risk Management is a critical exercise for all organizations, particularly ones operating in many locations / countries. The main aim of risk management is to identify and analyse the risks through a structured Risk-Benefit Analysis and mitigate those risks which are not beneficial to the organisation.

Financial Performance & Position**Sources of Funds**

The highlights of the Sources of funds:

1. Share capital:

At present, we have only one class of shares – equity shares of par value of Rs.2/- each. Our authorized share capital is Rs. 900.00 Lakhs, divided into 4,50,00,000 equity shares of Rs.2/- each. The issued, subscribed and paid up capitals as at March 31, 2018 were Rs. 740.00 Lakhs.

3. Reserves and surplus:

The balance as at March 31, 2018 amounted to Rs. 229.74 Lakhs.

4. Shareholder funds:

The total shareholder funds were Rs. 969.74 Lakhs as at March 31, 2018.

5. Current liabilities:

The balance as at March 31, 2018 amounted to Rs. 26.57 Lakhs.

APPLICATION OF FUNDS:**The highlights of the Application of funds:****1. Fixed Assets:**

Fixed Assets of Rs. 493.47 Lakhs as on March 31, 2018.

2. Financial Investment (Non-Current Assets):

The balance as at March 31, 2018 amounted to Rs. 400.95 Lakhs.

3. Provisions:

Deferred Tax liability credit of Rs. 0.01 Lakhs payable by the company. No tax provision made during the year.

Results of Operations:

The highlights of the Results of operations are as follows:

Income:

During the year under the review, the Company has recorded gross revenue of Rs. 19.94 Lakhs as against Rs. 33.34 Lakhs in the previous year. After offsetting the expenses the company made a Loss after tax of Rs.4.49 Lakhs against Profit of Rs. 0.79 Lakhs in the previous year.

Expenditure:

Company has incurred total expenses of Rs. 24.37 Lakhs, as against Rs. 32.20 Lakhs in the previous year. The company has incurred administrative and general expenses during the year.

Depreciation:

Company has provided Rs. 0.15 Lakhs and Rs.0.11 Lakhs towards depreciation for the year ended March 31, 2018 and March 31, 2017 respectively.

Earnings Per Share (EPS):

There was Basic and diluted EPS after exceptional /extra ordinary items of Rs. 0.00 as against Rs. 0.00 in the previous year.

Related Party Transactions:

These have been discussed in detail in the Notes to the financial statements section of this report.

Events Occurring After The Balance Sheet Date:

There were no significant events occurring after the Balance Sheet date.

Human Resources/ Industrial Relations

The Company believes that the success of an organization largely depends on the quality of the products it offers in the market and competitive price to the consumers. The company has diversified its activities into resort project development.

Employee Relations

The Board of Directors take this opportunity to sincerely acknowledge the dedicated services and contribution of all the employees to the Company's satisfactory performance. To enhance the skills of the employees as well as to enable them to face the growing challenges the higher management regularly interacts with its employees. Our employee relations continue to be cordial.

Internal Control Systems and Adequacy

The Company has adequate internal control systems in place commensurate with the size and nature of business which covers all significant areas of the company's operations and reported to the Audit Committee of the Company, for their review in its meetings.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, expectations and estimates are 'forward looking statements'. Actual results might differ from those anticipated because of changing ground realities.

Annexure to the Directors' Report
Shareholders' Information

| | | | |
|---|--|------------|-----------|
| AGM: Date, time and venue | Saturday, 29 th September, 2018 at 10.00 a.m. at Kamal Banquet Hall, 188/1500-1501, Best Road, Opp. Neeta Bldg., Near Oshiwara Bus Depot, Motilal Nagar I, Goregaon West, Mumbai, Maharashtra 400104 | | |
| Financial Year | 01 st April, 2017 to 31 st March 2018 | | |
| Date of Book Closure | 18 th September, 2018 to 29 th September, 2018 (both days inclusive) | | |
| Last Date of receipt of Proxy Forms | Wednesday, 26 th September, 2018 before 5.00 p.m. at the Registered Office of the Company. | | |
| Dividend | In order to conserve resources for future growth, your Directors do not recommend any dividend for the year under consideration. | | |
| Listing on Stock Exchanges | 1. BSE Ltd., P J Towers, Dalal Street, Mumbai – 400 001 Tel: 22721233 / 34 2. Pune Stock Exchange Ltd., Shivleela Chambers, Kumthekar Road, 756, Sadashiv Peth, Pune – 411 030* <i>(*:Pune Stock Exchange has voluntarily derecognized as Stock Exchange vide order of SEBI dated 13th April, 2015)</i> 3. Ahmedabad Stock Exchange Ltd., 7, Kamdhenu Complex, Opp. Sahajanand College, Ahmedabad – 380 015** <i>(**: SEBI allowed the exit of Ahmedabad Stock Exchanged Ltd. as a stock exchange vide Order No WTM / MPB / MRD / 160 / 2018 Dtd 02.04.2018)</i> | | |
| Payment of Annual Listing Fees to Stock Exchanges | The Company has paid the listing fees for the year 2017-18 to the Stock Exchange where the Company's Shares are listed. The Company has entered into a uniform Listing Agreement with BSE | | |
| Stock Code | The Company's Stock Code is 532359 | | |
| Bombay Stock Exchange Stock Market Price Data (in Rs./ per share) *: The Company's scrip's are not traded at Pune and Ahmedabad Stock Exchange during the financial year. Therefore, no market data has been given of this exchange. | Month | High (Rs.) | Low (Rs.) |
| | April, 2017 | 0.31 | 0.27 |
| | May, 2017 | 0.27 | 0.27 |
| | June, 2017 | 0.27 | 0.27 |
| | July, 2017 | 0.28 | 0.28 |
| | August, 2017 | 0.27 | 0.27 |
| | September, 2017 | - | - |
| | October, 2017 | 0.28 | 0.27 |
| | November, 2017 | - | - |
| | December, 2017 | - | - |
| | January, 2018 | 0.34 | 0.26 |
| | February, 2018 | 0.35 | 0.32 |
| | March, 2018 | 0.35 | 0.34 |
| | Source: BSE website | | |
| Registrars and Share Transfer Agent | Adroit Corporate Service Pvt. Limited 19, Jaferbhoy Industrial Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Time: 10:00 a.m. to 5:00 p.m. (Monday – Friday) Phone: 0091 22 28596060 Fax: 0091 22 28503748 | | |
| Share Transfer System | 99.96% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Adroit Corporate Services Pvt. Ltd. At the above mentioned address. Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The directors, Compliance officer and the Company Secretary are severally empowered to approve transfer. | | |

| | | | | | |
|---|---|---------------------|-------------------|--------------------|---------------------|
| Categories of Shareholders as on 31 st March, 2018 | CATEGORY | | No. of shares | % of Capital | |
| | Promoter's | | 44,14,184 | 11.93 | |
| | Private Corporate Bodies | | 76,98,701 | 20.81 | |
| | Public (In India) | | 2,46,42,035 | 66.60 | |
| | NRIs/ OCBs | | 2,26,917 | 0.61 | |
| | Corporate Body - Broker | | 18,163 | 0.05 | |
| | TOTAL | | 3,70,00,000 | 100.00 | |
| Distribution of Shareholding as on 31 st March, 2018 | No .of Equity Shares held | No. of Shareholders | % of Shareholders | No. of Shares held | % of Shares holding |
| | Upto - -- 500 | 2,237 | 34.46 | 7,00,779 | 1.89 |
| | 501 – 1000 | 1,646 | 25.35 | 15,76,972 | 4.26 |
| | 1001 – 2000 | 947 | 14.59 | 16,96,171 | 4.58 |
| | 2001- 3000 | 413 | 6.36 | 11,42,462 | 3.09 |
| | 3001- 4000 | 199 | 3.07 | 7,49,320 | 2.03 |
| | 4001- 5000 | 364 | 5.61 | 17,89,757 | 4.84 |
| | 5001- 10000 | 369 | 5.68 | 30,68,707 | 8.29 |
| | 10001 and above | 317 | 4.88 | 262,75,832 | 71.02 |
| | TOTAL | 6,492 | 100.00 | 3,70,00,000 | 100.00 |
| Dematerialization of Shares and liquidity | The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.96% of the Company's equity share capital are dematerialised as on March 31 st , 2018. The Company's equity shares are regularly traded on the BSE Limited, in dematerialised form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE309B01023. | | | | |

| | |
|--|--|
| Secretarial Audit Report Regarding Reconciliation of Capital | As stipulated by SEBI, a qualified practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and the total number of shares in physical form. |
| Compliance Certificate from Auditors | The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015. The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the same is annexed to the Corporate Governance. The Certificate from the Statutory Auditors will be sent to the Listed Stock Exchanges along with the Annual Return of the Company. |
| Outstanding GDRs / ADRs and their impact on Equity: | The Company has not issued any of these instruments. |
| Legal Proceedings | As at March 31, 2018, there was no litigation against the Company or any of its managing / whole-time directors, for any of the alleged offences. |
| Voting Rights | All the shares issued by the Corporation carry equal voting rights. Generally, matters at the general meetings are decided by a show of hands in the first instance. Voting by show of hands operates on the principle of 'One Member-One Vote'. If majority of members raise their hands in favour of a particular resolution, it is taken as passed, unless a poll is demanded. The fundamental voting principle in a company, in case voting takes place by a poll, is 'One Share-One Vote'. On a poll being taken, any decision arrived thereat is final, thus overruling any decision taken on a show of hands. No business has been transacted through postal ballot. |
| Control of the Company | The Company is neither owned nor controlled, directly or indirectly, by any person, entity or government and also does not owe allegiance to any promoter or promoter group. To the best of its knowledge and belief, the Company does not have any arrangement, the operation or consequence of which might directly or indirectly result in a change in its ownership, control or management. |
| Folio Consolidation | Shareholders holding shares under more than one folio may write to the registrar to consolidate their folios. In case of joint holdings even if the order of names are different, shareholders can have them transposed without payment of stamp duty by sending a letter duly signed by all the shareholders. |
| Nomination Facility | Every shareholder in a company may at any time, nominate in the prescribed manner, a person to whom his shares in the company shall vest in the event of his death. Individual shareholders holding shares either singly or jointly can make a nomination. If the shares are held jointly, all the shareholders may jointly nominate any individual person as their nominee. Nomination stands automatically rescinded on transfer / dematerialisation of the shares. |

| | |
|----------------------------|---|
| | Shareholders holding shares in single name are advised to nominate any individual by submitting the prescribed nomination form i.e. Form -SH-13, in duplicate, to the registrar. Shareholders holding shares in demat form are requested to contact their DP. |
| Website | Information regarding the Corporation can also be accessed on its website, www.hitkitglobal.com . The 'Investors' section on the website of the Corporation contains an array of information on investor services, financials, corporate profile, shareholding pattern, disclosures made to stock exchanges. |
| Address for Correspondence | Hit Kit Global Solutions Ltd. 55, Tirupati Plaza, 1 st Floor, Tirupati Shopping Centre Premises Co-Op. Society Ltd., S V Road, Santacruz (W), Mumbai 400 054 Tel no. 91-22- 6561 4984, Fax : 91-22- 2600 2894 E-mail address: hitkit.global@gmail.com Designated e-mail address for investor services: info@hitkitglobal.com Website: www.hitkitglobal.com |

INDEPENDENT AUDITOR'S REPORT

To the Members of **HIT KIT GLOBAL SOLUTIONS LIMITED**

REPORT ON THE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of **HIT KIT GLOBAL SOLUTIONS LIMITED** (the Company), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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 there under and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 Ind AS financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March 2018 and its Loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (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. the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements, if any;
 - ii. the Company does not have any material foreseeable losses, on long-term contracts including derivative contracts; and
 - iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund by the Company.

For G. R. Modi & Company
Chartered Accountants
Firm's Registration No.112617W

G. R. Modi
Partner
M. No. 015240

Place : Mumbai
Date : 25/05/2018

“Annexure A” Referred to Independent Auditor’s Report

- (i)**
 - a.** The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;
 - b.** Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed from such verification.
 - c.** The Company does not hold any immovable properties.
- (ii)**
 - a.** As explained to us the inventories have been physically verified by the management during the year at reasonable intervals.
 - b.** On the basis of our examination, the Company has maintained proper records of inventories and no material discrepancies were noticed on physical verification and Records maintained by the Company.
- (iii)** According to the information and explanations given by the management and based on our examination of the record of the Company, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv)** In our opinion and according to information and explanations given to us, the Company has not advanced loans to Directors/Company in which the director is interested to which, the provisions of Section 185 of the Companies Act, 2013 apply and hence not commented upon. Also, in our opinion and according to the information and explanations given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.
- (v)** The Company has not accepted any deposits from the public. Accordingly paragraph 3(v) of the order is not applicable to the Company and hence not commented upon.
- (vi)** As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148(1) of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.
- (vii)**
 - a.** According to the information and explanations given to us, no undisputed amount is payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues were outstanding, at the year end, for the period of more than six months from the date they became payable.
 - b.** According to the information and explanations given to us and based on the audit procedures conducted by us, there are no material dues of any statutory payment which have not been deposited with the appropriate authorities on account of any dispute.
- (viii)** According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from financial institutions, banks, government or debenture holders during the year.
- (ix)** According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company and hence, not commented upon.

- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that there were no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under review.
- (xi) According to the information and explanations given by the management no Managerial remuneration has been paid during the year under review.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the Company and hence, not commented upon.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.

For G. R. Modi & Company
Chartered Accountants
Firm's Registration No.112617W

G. R. Modi
Partner
M. No. 015240

Place: Mumbai
Date: 25/05/2018

ANNEXURE “B”
TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND AS FINANCIAL
STATEMENTS OF HIT KIT GLOBAL SOLUTIONS LIMITED

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 **HIT KIT GLOBAL SOLUTIONS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

AUDITOR’S 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, both 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 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 Ind AS 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 Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For G. R. Modi & Company
Chartered Accountants
Firm's Registration No.112617W

G. R. Modi
Partner
M. No. 015240

Place : Mumbai
Date : 25/05/2018

| HIT KIT GLOBAL SOLUTIONS LTD "FORM AOC-3A" Statement containing salient features of the financial statements (Division II- Schedule III to the Companies Act, 2013) (Pursuant to first proviso to sub-section (1) of section 136 of the Act and proviso to rule 10 of the Companies (Accounts) Rules, 2014) Form of Financial Statements as at 31 March 2018 Part I (Amount in Rs.) | | | | |
|--|----------|---------------------|---------------------|---------------------|
| Particulars | Note No. | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2016 |
| ASSETS | | | | |
| 1 Non-current assets | | | | |
| a Property, Plant and Equipment | 1 | 49,346,840 | 42,950 | 53,833 |
| b Capital work-in-progress | 1 | - | 58,445,000 | |
| c Investment Property | | | | |
| d Goodwill | | | | |
| e Other Intangible assets | | - | - | - |
| f Intangible assets under development | | - | - | - |
| g Biological Assets other than bearer plants | | | | |
| h Financial Assets | | | | |
| i Investments | 2 | 40,095,000 | 38,795,000 | - |
| ii Trade receivables | | - | - | |
| iii Loans | | - | - | |
| iv Others (to be specified) | | - | - | |
| i Deferred tax assets (net) | 3 | 1,176 | - | - |
| j Other non-current assets | 4 | 10,100,650 | 100,650 | 96,490,650 |
| 2 Current assets | | | | |
| a Inventories | | - | - | |
| b Financial Assets | | | | |
| i Investments | | - | - | |
| ii Trade receivables | 5 | - | 65,450 | 200,000 |
| iii Cash and cash equivalents | 6 | 144,196 | 615,895 | 939,081 |
| iv Bank balances other than (iii) above | | - | - | |
| v Loans | | - | - | |
| vi Others | | - | - | |
| c Current Tax Assets (Net) | | - | - | |
| d Other current assets | | - | - | |
| Total Assets | | 99,687,862 | 98,064,945 | 97,683,564 |
| EQUITY AND LIABILITIES | | | | |
| A Equity | | | | |
| 1 Equity Share capital | 7 | 74,000,000 | 74,000,000 | 74,000,000 |
| 2 Other Equity | 8 | 22,973,668 | 23,422,960 | 23,344,414 |
| B Liabilities | | | | |
| 1 Non-current liabilities | | | | |
| a Financial Liabilities | | | | |
| i Borrowings | | - | - | |
| ii Trade payables | | - | - | |
| iii Other financial liabilities | | - | - | |
| b Provisions | | - | - | |
| c Deferred tax liabilities (Net) | 3 | - | 672 | 976 |
| d Other non-current liabilities | 9 | 57,500 | 57,500 | |
| 2 Current liabilities | | | | |
| a Financial Liabilities | | | | |
| i Borrowings | | - | - | |
| ii Trade payables | 10 | 1,710,030 | 25,030 | - |
| iii Other financial liabilities | | - | - | |
| b Other current liabilities | 11 | 940,397 | 517,516 | 308,969 |
| c Provisions | 12 | 2,256 | 37,256 | 17,976 |
| d Current Tax Liabilities (Net) | 13 | 4,011 | 4,011 | 11,229 |
| Total EQUITY AND LIABILITIES | | 99,687,862 | 98,064,945 | 97,683,564 |
| For G R Modi & Co Chartered Accountants Firm Regn No. 112617W G. R. Modi Partner Membership No. 015240 Date : 5/25/2018 Place : Mumbai | | | | |
| On Behalf of the Board For HIT KIT GLOBAL SOLUTIONS LTD (CIN : L70100MH1988PLC049929) (Kamal Agrawal) DIN: 07646000 Director (Rajesh Mavani) Chief Financial Officer | | | | |
| (Arvind Sharma) DIN: 03581605 Director (Kirti Airen) Company Secretary | | | | |

| HIT KIT GLOBAL SOLUTIONS LTD Statement of Profit and Loss for the period ended 31 March 2018 Part II | | | | |
|---|--|---------|---------------------|---------------------|
| (Amount in Rs.) | | | | |
| Particulars | | Note No | As at 31 March 2018 | As at 31 March 2017 |
| I | Revenue From Operations | 14 | 1,994,400 | 3,333,625 |
| II | Other Income | | - | - |
| III | Share of profits/losses in a Partnership firms | | - | - |
| IV | Total Income (I+II+III) | | 1,994,400 | 3,333,625 |
| V | EXPENSES | | | |
| | Cost of materials consumed | | - | - |
| | Purchases of Stock-in-Trade | 15 | 773,579 | 1,635,355 |
| | Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | | - | - |
| | Employee benefits expense | 16 | 699,776 | 641,804 |
| | Finance costs | | - | - |
| | Depreciation and amortization expense | 1 | 15,110 | 10,883 |
| | Other expenses | 17 | 948,576 | 932,342 |
| | Total expenses (V) | | 2,437,041 | 3,220,384 |
| VI | Profit/(loss) before exceptional items and tax (IV-V) | | (442,641) | 113,241 |
| VII | Exceptional Items | | - | - |
| VIII | Profit/(loss) before tax (VI-VII) | | (442,641) | 113,241 |
| IX | Tax expense: | | (6,652) | 34,696 |
| | (1) Current tax | | - | 35,000 |
| | (2) Deferred tax | | 1,848 | (304) |
| | (3) Excess/Short provision of tax | | (8,500) | - |
| | Profit (Loss) for the period from continuing operations (VIII-IX) | | (449,293) | 78,545 |
| X | | | | |
| XI | Profit/(loss) from discontinued operations | | - | - |
| XII | Tax expense of discontinued operations | | - | - |
| XIII | Profit/(loss) from Discontinued operations (after tax) (XI-XII) | | - | - |
| XIV | Profit/(loss) for the period (X+XIII) | | (449,293) | 78,545 |
| XV | Other Comprehensive Income | | | |
| A | (i) Items that will not be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B | (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| | Total Comprehensive Income for the period (XIV+XV) (Comprising Profit (Loss) and Other Comprehensive Income for the period) | | (449,293) | 78,545 |
| XVI | | | | |
| XVII | Earnings per equity share (for continuing operation): | | | |
| | (1) Basic | | (0) | 0 |
| | (2) Diluted | | (0) | 0 |
| XVIII | Earnings per equity share (for discontinued operation): | | | |
| | (1) Basic | | - | - |
| | (2) Diluted | | - | - |
| XIX | Earnings per equity share (for discontinued & continuing operations) | | | |
| | (1) Basic | | (0) | 0 |
| | (2) Diluted | | (0) | 0 |

For G R Modi & Co
Chartered Accountants
Firm Regn No. 112617W

On Behalf of the Board
For HIT KIT GLOBAL SOLUTIONS LTD
(CIN : L70100MH1988PLC049929)

G. R. Modi
Partner
Membership No. 015240

(Kamal Agrawal)
DIN: 07646000
Director

(Arvind Sharma)
DIN: 03581605
Director

Date : 25/05/2018
Place : Mumbai

(Rajesh Mavani)
Chief Financial Officer

(Kirti Airen)
Company Secretary

| HIT KIT GLOBAL SOLUTIONS LIMITED | | | | | | | | | | | |
|---|--|--|---|--|--|--|---|--|-------------------------------------|--|------------------------------------|
| CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018 | | | | | | | | | | | |
| PARTICULARS | AS AT 31/03/2018 | AS AT 31/03/2017 | | | | | | | | | |
| Cash flows from Operating Activities | | | | | | | | | | | |
| Profit for the Year | (442,641) | 113,241 | | | | | | | | | |
| Adjustments to reconcile net profit to net cash provided by operating activities | | | | | | | | | | | |
| Depreciation and Amortization | 15,110 | 10,883 | | | | | | | | | |
| Other Comprehensive Income | - | - | | | | | | | | | |
| Interest Income | - | - | | | | | | | | | |
| Dividend Income | - | - | | | | | | | | | |
| Finance costs | - | - | | | | | | | | | |
| Net (gain) / loss on sale of investments | - | - | | | | | | | | | |
| Operating profit / (loss) before working capital changes | (427,531) | 124,124 | | | | | | | | | |
| Changes in assets and liabilities: | | | | | | | | | | | |
| Trade Receivables | 65,450 | 134,550 | | | | | | | | | |
| Other Current Assets | - | - | | | | | | | | | |
| Loans and other Financial Assets | - | - | | | | | | | | | |
| Trade Payables | 835,000 | 25,030 | | | | | | | | | |
| Other Current liabilities | 422,881 | 208,547 | | | | | | | | | |
| Cash Generated from Operation before Extraordinary Items | 895,800 | 492,251 | | | | | | | | | |
| Cash flow from extraordinary items | - | - | | | | | | | | | |
| Net Cash Generated From/ (Used in) operations | 895,800 | 492,251 | | | | | | | | | |
| Tax paid (net of refunds) | 43,500 | 22,938 | | | | | | | | | |
| Net Cash From/(Used in) Operating Activities (A) | 852,300 | 469,313 | | | | | | | | | |
| Cash Flows from Investing Activities | | | | | | | | | | | |
| Proceeds from disposal of fixed assets | - | - | | | | | | | | | |
| Purchase of Fixed Assets | (24,000) | - | | | | | | | | | |
| Capital Advance | - | - | | | | | | | | | |
| Investments | (1,300,000) | - | | | | | | | | | |
| Loan given | - | (850,000) | | | | | | | | | |
| Non Current Liabilities | - | 57,500 | | | | | | | | | |
| Cash flow from extraordinary items | - | - | | | | | | | | | |
| Net cash from/(Used in) Investing Activities (B) | (1,324,000) | (792,500) | | | | | | | | | |
| Cash flows from Financing Activities | | | | | | | | | | | |
| Finance cost | - | - | | | | | | | | | |
| Cash flow from extraordinary items | - | - | | | | | | | | | |
| Net cash from/(Used in) Financing Activities (C) | - | - | | | | | | | | | |
| Increase in Cash and Cash Equivalents during the year (A+B+C) | (471,700) | (323,187) | | | | | | | | | |
| Cash and Cash Equivalents at the beginning of the year | 615,895 | 939,081 | | | | | | | | | |
| Cash and Cash Equivalents at the end of the year | 144,196 | 615,895 | | | | | | | | | |
| <table> <tr> <td>G. R. Modi & Co., Chartered Accountants Firm Regn No. 112617W</td><td colspan="2">On Behalf of the Board For Hit Kit Global Solutions Limited (CIN: L70100MH1988PLC049929)</td></tr> <tr> <td>G R Modi Partner Membership No. 015240</td><td>(Kamal Agrawal) DIN: 07646000 Managing Director</td><td>(Arvind Sharma) DIN: 03581605 Director</td></tr> <tr> <td>Date : 25/05/2018 Place : Mumbai</td><td>(Rajesh Mavani) Chief Financial Officer</td><td>(Kirti Airen) Company Secretary</td></tr> </table> | | | G. R. Modi & Co., Chartered Accountants Firm Regn No. 112617W | On Behalf of the Board For Hit Kit Global Solutions Limited (CIN: L70100MH1988PLC049929) | | G R Modi Partner Membership No. 015240 | (Kamal Agrawal) DIN: 07646000 Managing Director | (Arvind Sharma) DIN: 03581605 Director | Date : 25/05/2018 Place : Mumbai | (Rajesh Mavani) Chief Financial Officer | (Kirti Airen) Company Secretary |
| G. R. Modi & Co., Chartered Accountants Firm Regn No. 112617W | On Behalf of the Board For Hit Kit Global Solutions Limited (CIN: L70100MH1988PLC049929) | | | | | | | | | | |
| G R Modi Partner Membership No. 015240 | (Kamal Agrawal) DIN: 07646000 Managing Director | (Arvind Sharma) DIN: 03581605 Director | | | | | | | | | |
| Date : 25/05/2018 Place : Mumbai | (Rajesh Mavani) Chief Financial Officer | (Kirti Airen) Company Secretary | | | | | | | | | |

| HIT KIT GLOBAL SOLUTIONS LIMITED | | | | | | |
|---|----------------------|--------------------------------|-------------------|-------------------------------|--------------------------------|-----------------------------|
| FIRST TIME IND AS ADOPTION RECONCILIATIONS | | | | | | |
| Note No: 18 (A) Effect of Ind AS adoption on the standalone balance sheet as at 31.03.2017 and 01.04.2016 | | | | | | |
| Particulars | As at 31.03.2017 | | | As at 01.04.2016 | | |
| | As per Previous GAAP | Effect of transition to Ind AS | As per IND AS | As per Previous GAAP | Effect of transition to Ind AS | As per IND AS |
| ASSETS | | | | | | |
| Non-Current Assets | | | | | | |
| (a) Property, Plant & Equipment | 42,950 | - | 42,950 | 53,833 | - | 53,833 |
| (b) Capital Work-in-Progress | 58,445,000 | - | 58,445,000 | - | - | - |
| (c) Investment Properties | - | - | - | - | - | - |
| (d) Financial Assets | | | | | | |
| i. Investments | - | 38,795,000 | 38,795,000 | - | - | - |
| ii. Trade Receivables | - | - | - | - | - | - |
| iii. Loans | 100,650 | (100,650) | - | 96,490,650 | (96,490,650) | - |
| iv. Other Financial Assets | - | - | - | - | - | - |
| (e) Deferred tax assets (net) | - | - | - | - | - | - |
| (f) Other Non Current Assets | - | 100,650 | 100,650 | - | 96,490,650 | 96,490,650 |
| Total Non-Current Assets | 58,588,600 | 38,795,000 | 97,383,600 | 96,544,483 | - | 96,544,483 |
| Current Assets | | | | | | |
| (a) Inventories | - | - | - | - | - | - |
| (b) Financial Assets | | | | | | |
| i. Investments | - | - | - | - | - | - |
| ii. Trade Receivables | 65,450 | - | 65,450 | 200,000 | - | 200,000 |
| iii. Cash and Cash Equivalents | 615,895 | - | 615,895 | 939,081 | - | 939,081 |
| iv. Bank Balance other than (iii) above | - | - | - | - | - | - |
| v. Loans | - | - | - | - | - | - |
| vi. Other Financial Assets | - | - | - | - | - | - |
| (c) Current Tax Assets (net) | - | - | - | - | - | - |
| (d) Other Current Assets | 38,795,000 | (38,795,000) | - | - | - | - |
| Total Current Assets | 39,476,345 | (38,795,000) | 681,345 | 1,139,081 | - | 1,139,081 |
| TOTAL ASSETS | 98,064,945 | - | 98,064,945 | 97,683,564 | - | 97,683,564 |
| EQUITY AND LIABILITIES | | | | | | |
| EQUITY | | | | | | |
| (a) Equity Share Capital | 74,000,000 | - | 74,000,000 | 74,000,000 | - | 74,000,000 |
| (b) Other Equity | | | | | | |
| Reserves & Surplus | 23,422,960 | - | 23,422,960 | 23,344,414 | - | 23,344,414 |
| Total Equity | 97,422,960 | - | 97,422,960 | 97,344,414 | - | 97,344,414 |
| LIABILITIES | | | | | | |
| Non-Current Liabilities | | | | | | |
| (a) Financial Liabilities | | | | | | |
| i. Borrowings | - | - | - | - | - | - |
| ii. Trade Payables | - | - | - | - | - | - |
| iii. Other Financial Liabilities | - | - | - | - | - | - |
| (b) Provisions | - | - | - | - | - | - |
| (c) Deferred Tax Liabilities (net) | 672 | - | 672 | 976 | - | 976 |
| (d) Other Non-Current Liabilities | - | 57,500 | 57,500 | - | - | - |
| Total non-current liabilities | 672 | 57,500 | 58,172 | 976 | - | 976 |
| Current Liabilities | | | | | | |
| (a) Financial Liabilities | | | | | | |
| i. Borrowings | - | - | - | - | - | - |
| ii. Trade Payables | 600,046 | (575,016) | 25,030 | 308,969 | (308,969) | - |
| iii. Other Financial Liabilities | - | - | - | - | - | - |
| (b) Other current Liabilities | 37,256 | - | 37,256 | 17,976 | - | 17,976 |
| (c) Provisions | - | 4,011 | 4,011 | - | 11,229 | 11,229 |
| (d) Current Tax Liabilities(Net) | 4,011 | 513,505 | 517,516 | 11,229 | 297,740 | 308,969 |
| Total Current Liabilities | 641,313 | (57,500) | 583,813 | 338,174 | - | 338,174 |
| Total Liabilities | 641,985 | - | 641,985 | 339,150 | - | 339,150 |
| Total Equity and Liabilities | 98,064,945 | - | 98,064,945 | 97,683,564 | - | 97,683,564 |
| (B) Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP | | | | | | |
| Nature of Adjustment | | | | Profits for the y/e. 31.03.17 | Other Equity as at 31.03.17 | Other Equity as at 01.04.16 |
| Net Profit / Other Equity per Previous GAAP | | | | 78,545 | 23,422,960 | 23,344,414 |
| Fair valuation as deemed cost for Property, Plant and Equipment | | | | - | - | - |
| Fair valuation as deemed cost for Investments | | | | - | - | - |
| Depreciation on Building in terms of IND AS 16 on Fair Value | | | | - | - | - |
| Net profit before OCI / Other Equity as per Ind AS | | | | 78,545 | 23,422,960 | 23,344,414 |

Note 1: Property, Plant & Equipment

| Particulars | Land | Air Condition | EPBAX | Furniture & Fixtures | HP Laser | Computers | Total | Capital Work-in-progress |
|--|-------------------|----------------------|--------------|---------------------------------|-----------------|------------------|-------------------|---------------------------------|
| Year ended March 31, 2017 | | | | | | | | |
| Gross Carrying Amount | - | 22,500 | 8,875 | 16,100 | 17,850 | - | 65,325 | 58,445,000 |
| Exchange Difference | - | - | - | - | - | - | - | |
| Additions | - | - | - | - | - | - | - | |
| Assets including in a disposal group classified as held for sale | - | - | - | - | - | - | - | |
| Disposals | - | - | - | - | - | - | - | |
| Closing gross carrying amount | - | 22,500 | 8,875 | 16,100 | 17,850 | - | 65,325 | 58,445,000 |
| Accumulated Depreciation | | | | | | | | |
| Opening Accumulated Depreciation | - | 4,521 | 1,779 | 1,772 | 3,420 | - | 11,492 | |
| Depreciation charged during the year | - | 4,275 | 1,686 | 1,530 | 3,392 | - | 10,883 | |
| Assets included in a disposal group classified for sale | - | - | - | - | - | - | - | |
| Disposals | - | - | - | - | - | - | - | |
| Exchange Difference | - | - | - | - | - | - | - | |
| Closing Accumulated Depreciation | - | 8,796 | 3,465 | 3,302 | 6,812 | - | 22,375 | - |
| Net carrying amount | - | 13,704 | 5,410 | 12,798 | 11,038 | - | 42,950 | 58,445,000 |
| Gross Carrying Amount March 31, 2018 | | | | | | | | |
| Opening Gross Carrying Amount | - | 22,500 | 8,875 | 16,100 | 17,850 | - | 65,325 | 58,445,000 |
| Exchange Difference | - | - | - | - | - | - | - | |
| Acquisition of Subsidy | - | - | - | - | - | - | - | |
| Additions | 49,295,000 | - | - | - | - | 24,000 | 49,319,000 | |
| Assets Classified as held for sale | - | - | - | - | - | - | - | |
| Disposals | - | - | - | - | - | - | - | |
| Transfers to Land | - | - | - | - | - | - | - | (46,700,000) |
| Transfers to Capital Advances | - | - | - | - | - | - | - | (11,745,000) |
| Closing gross carrying amount | 49,295,000 | 22,500 | 8,875 | 16,100 | 17,850 | 24,000 | 49,384,325 | - |
| Accumulated Depreciation | | | | | | | | |
| Opening Accumulated Depreciation | - | 8,796 | 3,465 | 3,302 | 6,812 | - | 22,375 | |
| Depreciation charged during the year | - | 4,276 | 1,688 | 1,528 | 3,392 | 4,226 | 15,110 | |
| Impairment Loss | - | - | - | - | - | - | - | |
| Disposals | - | - | - | - | - | - | - | |
| Exchange Difference | - | - | - | - | - | - | - | |
| Assets classified as held for sale | - | - | - | - | - | - | - | |
| Closing Accumulated Depreciation | - | 13,072 | 5,153 | 4,830 | 10,204 | 4,226 | 37,485 | - |
| Net carrying amount March 31, 2018 | 49,295,000 | 9,428 | 3,722 | 11,270 | 7,646 | 19,774 | 49,346,840 | - |

| Note No | Particulars | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2016 |
|-----------------------|---------------------------------------|------------------------|------------------------|------------------------|
| 2 | Non-Current Financial Assets | Amount | Amount | Amount |
| | Investments | | | |
| | Investments in Joint Venture | 40,095,000 | 38,795,000 | - |
| | Total | 40,095,000 | 38,795,000 | - |
| | | | | |
| | Total | 40,095,000 | 38,795,000 | - |
| | | | | |
| 3 | Deferred tax assets (net) | Amount | Amount | Amount |
| | WDV as per Companies Act | 51,840 | 42,950 | 53,834 |
| | WDV as per Income Tax Act | 45,859 | 41,967 | 48,606 |
| | Timing Difference | 5,981 | 983 | 5,228 |
| | | | | |
| | Opening Balance | 672 | 976 | 2,591 |
| | Less: Deferred Tax Expenses | 1,848 | 304 | 1,615 |
| | | (1,176) | 672 | 976 |
| | | | | |
| 4 | Other non-current assets | Amount | Amount | Amount |
| | Capital Advances | 10,000,000 | - | 55,000,000 |
| | Security Deposits | 100,650 | 100,650 | 100,650 |
| | Other advances | - | - | 41,390,000 |
| | Total | 10,100,650 | 100,650 | 96,490,650 |
| | | | | |
| 5 | Current Financial Assets | Amount | Amount | Amount |
| | Trade Receivables | | | |
| | Unsecured Considered Good | - | 65,450 | 200,000 |
| | Total | - | 65,450 | 200,000 |
| | | | | |
| 6 | Cash and Cash Equivalents | | | |
| | Balances With Banks | 16,537 | 454,285 | 6,759 |
| | Cash on hand | 127,659 | 161,610 | 932,322 |
| | Total | 144,196 | 615,895 | 939,081 |
| | | | | |
| | Total | 144,196 | 681,345 | 1,139,081 |
| | | | | |
| 7 | Equity Share Capital | No. of shares | Amount | No. of shares |
| | Authorised Share Capital | | | |
| | 45000000 Equity Shares of Rs 2/- each | 45,000,000 | 90,000,000 | 45,000,000 |
| | Issued, Subscribed and Paid Up | | | |
| | 37000000 Equity Shares of Rs 2/- each | 37,000,000 | 74,000,000 | 37,000,000 |
| Less Calls in Arrears | - | - | - | |
| Total | 37,000,000 | 74,000,000 | 37,000,000 | |

The details of shareholders holding more than 5% shares

| Name of the Shareholder | As at 31st March 2018 | | As at 31st March 2017 | |
|---|-----------------------|---------------|-----------------------|---------------|
| | No. of Shares | % held | No. of Shares | % held |
| Equity shares with voting rights | | | | |
| Webnet Infoways Ltd. | 4,414,184 | 11.93% | 4,414,184 | 11.93% |
| Glimmer Merchantile Pvt Ltd. | 1,992,300 | 5.38% | 1,992,300 | 5.38% |
| Vora Construction Ltd | 3,930,706 | 10.62% | 3,871,844 | 10.46% |
| | 10,337,190 | 27.94% | 10,278,328 | 27.77% |

| | | | | |
|---|----------------------|-------------------|----------------------|-------------------|
| The reconciliation of the number of shares outstanding is set out below | No. of shares | Amount | No. of shares | Amount |
| Equity Shares at the beginning of the year | 37,000,000 | 74,000,000 | 37,000,000 | 74,000,000 |
| Add: Fresh Issue/ESOP | - | - | - | - |
| Less: Buy Back | - | - | - | - |
| Equity Shares at the end of the year | 37,000,000 | 74,000,000 | 37,000,000 | 74,000,000 |

| | | | | |
|-----------|--|-------------------|-------------------|-------------------|
| 8 | RESERVES AND SURPLUS | Amount | Amount | Amount |
| | Securities Premium Account | | | |
| | As per last Balance Sheet | 5,976,900 | 5,976,900 | 5,976,900 |
| | General Reserve | | | |
| | As per last Balance Sheet | 12,490,858 | 12,490,858 | 12,490,858 |
| | Surplus | | | |
| | As per last Balance Sheet | 4,955,201 | 4,876,656 | 4,846,731 |
| | Add: Net Profit / (Loss) | (449,293) | 78,545 | 29,925 |
| | | 4,505,908 | 4,955,201 | 4,876,656 |
| | | 22,973,666 | 23,422,959 | 23,344,414 |
| | | | | |
| | | | | |
| 9 | Other non-current liabilities | Amount | Amount | Amount |
| | Expenses Payable | 57,500 | 57,500 | - |
| | Total | 57,500 | 57,500 | - |
| | | | | |
| 10 | Current Financial Liabilities | Amount | Amount | Amount |
| | Trade payables | | | |
| | Secured | - | - | - |
| | Unsecured | 1,710,030 | 25,030 | - |
| | Total | 1,710,030 | 25,030 | - |
| | | | | |
| | Total | 1,710,030 | 25,030 | - |
| | | | | |
| 11 | Other current liabilities | Amount | Amount | Amount |
| | Creditors for Expenses | 940,397 | 517,516 | 308,969 |
| | Total | 940,397 | 517,516 | 308,969 |
| | | | | |
| 12 | Current Provisions | Amount | Amount | Amount |
| | Provision for employee benefits | - | - | - |
| | Others | 2,256 | 37,256 | 17,976 |
| | Total | 2,256 | 37,256 | 17,976 |
| | | | | |
| 13 | Current Current Tax Liabilities (Net) | Amount | Amount | Amount |
| | TDS Payable | 4,011 | 4,011 | 11,229 |
| | Total | 4,011 | 4,011 | 11,229 |

STATEMENT OF CHANGES IN EQUITY

HIT KIT GLOBAL SOLUTIONS LTD

Statement of Changes in Equity for the period ended 31 March 2018

(Amount in Rs.)

A. Equity Share Capital

| Particulars | Balance at the beginning of the reporting period | Changes in equity share capital during the year | Balance at the end of the reporting period |
|---|--|---|--|
| 3,70,00,000 Equity shares of Rs. 2/- each | 74,000,000 | - | 74,000,000 |

B. Other Equity

| Particulars | Equity component of compound financial instruments | Share application money pending allotment | Reserves and Surplus | | | Total |
|---|--|---|----------------------|----------------------------|-------------------|-------------------|
| | | | General Reserve | Securities Premium Reserve | Retained Earnings | |
| Balance at the beginning of the reporting period | - | - | 12,490,859 | 5,976,900 | 4,955,201 | 23,422,960 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | - |
| Dividends | - | - | - | - | - | - |
| Transfer to retained earnings | - | - | - | - | (449,293) | (449,293) |
| Any other change (to be specified) | - | - | - | - | - | - |
| Balance at the end of the reporting period | - | - | 12,490,859 | 5,976,900 | 4,505,909 | 22,973,668 |

| Note No | Particulars | As at 31 March 2018 | As at 31 March 2017 |
|----------------|------------------------------------|--------------------------------|--------------------------------|
| 14 | Revenue From Operations | Amount | Amount |
| | Sale of products | 1,994,400 | 3,333,625 |
| | Sale of services | - | - |
| | Other operating revenues | - | - |
| | | 1,994,400 | 3,333,625 |
| 15 | Purchases of Stock-in-Trade | Amount | Amount |
| | Purchases of Stock-in-Trade | 773,579 | 1,635,355 |
| | | 773,579 | 1,635,355 |
| 16 | Employee benefits expense | Amount | Amount |
| | Salaries and wages | 695,000 | 634,000 |
| | Staff welfare expense | 4,776 | 7,804 |
| | Total | 699,776 | 641,804 |
| 17 | Other expenses | Amount | Amount |
| | Payments to the auditor | | |
| | Auditor | 47,200 | 46,000 |
| | For internal audit | - | 28,750 |
| | For Secretarial Auditor Services | - | 28,750 |
| | | 47,200 | 103,500 |
| | Interest on TDS | 2,013 | 3,543 |
| | Interest on Delayed Payment | 18,728 | 20,883 |
| | Physical and Demat Service Charges | 63,480 | 56,333 |
| | Bank Charges | 1,729 | 3,728 |
| | BSE Listing Fees | 287,500 | 229,000 |
| | Central Depository Services | 37,812 | 29,510 |
| | Conveyance Expenses | 6,881 | 8,026 |
| | Electricity Expenses | 24,617 | 18,930 |
| | MTNL | 14,674 | 17,662 |
| | NSDL Charges | 76,700 | 70,401 |
| | Postage & Courier | 1,990 | 4,879 |
| | Printing & Stationery | 32,203 | 6,458 |
| | Professional Fees Paid | 112,260 | 106,830 |
| | Professional Tax (Companies) | 2,500 | 2,500 |
| | Rent Charges | 180,000 | 180,000 |
| | Sarvodaya Advertising Agency | 27,013 | 21,584 |
| | Tata Docomo 65614984 | 3,488 | 11,789 |
| | Websit Expenses | 7,788 | 7,590 |
| | Commission | - | 5,000 |
| | Office Expneses | - | 10,000 |
| | AGM Expenses | - | 14,196 |
| | Total | 948,576 | 932,342 |

| Working for Deferred Tax Asset / Liability | | | | |
|--|--|-----------|-----------|-----------|
| | | 2017-2018 | 2016-2017 | 2015-2016 |
| WDV as per Companies Act | | 51,840 | 42,950 | 53,834 |
| WDV as per Income Tax Act | | 45,859 | 41,967 | 48,606 |
| Difference | | (5,981) | (983) | 5,228 |
| Tax Effect (30.90%) | | (1,848) | (304) | 1,615 |
| Less:- Opening Balance | | 672 | 976 | 2,591 |
| Deferred Tax Liabilityto be provided | | (1,176) | 672 | 976 |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**A. Significant Accounting Policies:****19.1 Basis of Preparation & Measurement:**

These financial statements have been prepared in accordance with Indian Accounting standards ('Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act. The financial statements for the year ended 31st March, 2018 and the opening Balance Sheet as at 1st April, 2017 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Company's Balance Sheet and Statement of Profit and Loss are provided in note 18.

These financial statements are Company's first Ind AS financial statements. The financial statements have been prepared on an accrual system, based on principle of going concern and under the historical cost convention (Unless otherwise stated/ except for the following –

- (i) Certain financial assets and liabilities measured at fair value (refer Note 19.7)
- (ii) Investment properties measured at cost (refer Note 2)

19.2 Key Accounting Estimates and Judgments

The preparation of financial statements in accordance with Ind AS requires management to make certain judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

19.3 Property Plant & Equipment:**(a) Initial Measurement & Recognition**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings attributable to acquisition, if any, of qualifying fixed assets incurred up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment.

Cost of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Any gain or loss on disposal of an item of property plant and equipment is recognized in statement of profit and loss.

(b) Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

(c) First-time Adoption – Deemed Cost

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April 2016. Refer note 18 for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

19.4 Depreciation:

Depreciation is provided on the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

The residual values, useful lives and method of depreciation of Office and equipment, computer softwares and Vehicles reviewed at each financial year end and adjusted prospectively, if appropriate.

19.5 Cash and Cash Equivalents

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

19.6 Impairment of Assets:

Impairment loss, if any, is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount.

Reversal of impairment losses recognized in the prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

19.7 Financial Instruments:

(A) Financial Assets

Recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- Amortised cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognized in the Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognized in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognized at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

Investments in equity instruments, if any, are classified under financial assets are initially measured at fair value.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected

losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss, if any.

(B) Financial Liabilities:**Initial recognition and measurement**

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

19.8 Revenue Recognition**Sale of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of dispatch. Revenue from the sale of goods is measured at the value of the consideration received or receivable, net of returns and discounts and net of all taxes

19.9 Taxation:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. In case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty that sufficient future taxable profits will be available against which the assets can be realized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there

is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

19.10 Provisions and Contingent Liabilities

Provisions are recognized when the Company

- (a) has a present obligation (legal or constructive) as a result of a past event,
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
- (c) a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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

19.11 Employee benefits/ Retirement Benefits:

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

SHORT-TERM OBLIGATION:

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees and are measured at the amounts expected to be paid when the liabilities are settled.

LONG-TERM OBLIGATION

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

DEFINED CONTRIBUTION PLANS

Contributions to defined contribution schemes, if any, such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Nature and purpose of reserves (to be incorporated under R&S/ Other Equity Note)

- (a) Securities Premium Reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.
- (b) General Reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- (c) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders

19.12 Earnings Per Share

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

For the purpose of calculating diluted earnings per share, if any, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

E. First-time Adoption

These are the company's first financial statements prepared in accordance with Ind AS.

The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared financial statements which comply with Ind AS for year ended 31st March, 2018, together with the comparative information as at and for the year ended 31st March, 2017 and the opening Ind AS Balance Sheet as at 1st April, 2016, the date of transition to Ind AS.

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Company in restating its Previous GAAP financial statements, including the Balance Sheet as at 1st April, 2016 and the financial statements as at and for the year ended 31st March, 2017.

Optional Exemptions from Full Retrospective Application

Ind AS 101 allows first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The Company has elected to apply the following optional exemptions from retrospective application:

Deemed Cost for property, plant and equipment

The Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April 2016.

This exemption is also used for investment property covered by IND AS 40 Investment Property.

Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

I. Reconciliation of Equity as at 1st April, 2016

II. Reconciliation of Equity as at 31st March, 2017

III. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2017

B. Other Notes on Accounts:

- 1) In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet, except for trade receivables and loans and advances which are covered under the management's policy in respect of bad and doubtful debts as taken in the previous years, if any.
- 2) Debit and Credit balances are subject to confirmation and reconciliation.
- 3) There are no dues to Micro, Small & Medium Enterprises as at Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties identified on the basis of information available with the Company and relied upon by the auditors.
- 4) Related Parties Disclosures
 - i) Promoters: Webnet Infoways Limited
 - ii) Key Management Personnel & other relatives:
 - Shri. Rajesh Mavani (Chief Financial Officer - CFO)
 - Shri. Kamal Agrawal (Managing Director)
 - Shri. Kirti Airen (Company Secretary & Compliance Officer)

RELATED PARTY TRANSACTIONS TO BE ENTERED HERE

iii) Details of Transactions with Related Parties:

Webnet Infoways Limited

Advance Received: Rs. 86,188/-, Advance Repaid: Rs.86,188, Outstanding Balance: NIL

| | Kamal Agrawal | Rajkumar Kumawat | Kirti Airen | Rajesh Mavani | Deena Mavani | Total |
|---------------------|---------------|------------------|-------------|---------------|--------------|-----------|
| Salary Paid | - | 2,40,000 | - | 162,500 | 162,500 | 565,000 |
| | - | (1,48,300) | - | (162,500) | (162,500) | (473,300) |
| Commission Paid | - | - | - | - | - | - |
| | (5000) | - | - | - | - | (5,000) |
| Outstanding Balance | - | 39,500 | - | 86,000 | 86,000 | 2,11,500 |
| | - | (39,500) | - | (12,500) | (12,500) | (64,500) |

- iv) The amount outstanding and maximum balance outstanding at any time during the Year (figures in bracket pertains to previous Year).

5) Earnings per Share:

(A) Basic & Diluted – Before Extraordinary Items

| PARTICULARS | March 31, 2018 | March 31, 2017 |
|---|----------------|----------------|
| a. Net Profit/(Loss) After Tax before Extraordinary item | (4,49,292.54) | 78,544.95 |
| b. Weighted average Number of Equity Shares | 3,70,00,000 | 3,70,00,000 |
| c. Weighted average Number of 'A' Ordinary Equity Shares | NIL | NIL |
| d. Share of Profit/(Loss) for Equity Shares | (4,49,292.54) | 78,544.95 |
| e. Share of Profit/(Loss) for 'A' Ordinary Equity Shares | NIL | NIL |
| f. Earnings Per Equity Share in Rupees (FV Rs.2/-) (d/b) | (0.02) | 0.00 |
| g. Earnings Per 'A' Ordinary Equity Share in Rupees (F.V Rs. 2/-) (e/c) | NIL | NIL |

(B) Basic & Diluted – After Extraordinary Items

| PARTICULARS | March 31, 2018 | March 31, 2017 |
|--|----------------|----------------|
| a. Net Profit/(Loss) After Tax after Extraordinary item | (4,49,292.54) | 78,544.95 |
| b. Weighted average Number of Equity Shares | 3,70,00,000 | 3,70,00,000 |
| c. Weighted average Number of 'A' Ordinary Equity Shares | NIL | NIL |
| d. Share of Profit/(Loss) for Equity Shares | (4,49,292.54) | 78,544.95 |
| e. Share of Profit/(Loss) for 'A' Ordinary Equity Shares | NIL | NIL |
| f. Earnings Per Equity Share in Rupees (FV Rs.2/-) (d/b) | (0.02) | 0.00 |
| g. Earnings Per 'A' Ordinary Equity Share in Rupees (FV Rs. 2/-) (e/c) | NIL | NIL |

6) The previous year figures have been regrouped /reclassified wherever considered necessary. Figures have been rounded off to the nearest rupee.

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

FOR G.R.MODI & CO.,
Chartered Accountants
Registration No.:112617W

ON BEHALF OF BOARD
FOR HIT KIT GLOBAL SOLUTIONS LIMITED
(CIN: L70100MH1988PLC049929)

G. R. Modi
Partner
M. No. 015240

A.B.SHARMA
(DIRECTOR)

KAMAL AGRAWAL
(MANAGING DIRECTOR)

Place: Mumbai
Dated: 25th May 2018

RAJESH MAVANI
(CHIEF FINANCIAL OFFICER)

KIRTI AIREN
(COMPANY SECRETARY)

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Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office: 55, Tirupati Plaza, 1st Floor,
Tirupati Shopping Centre Premises Co-Op. Society Ltd.,
S V Road, Santacruz (W), Mumbai 400 054
Tel no. 91-22- 6561 4984, Fax: 91-22- 2600 2894
E-mail: hitkit.global@gmail.com Website www.hitkitglobal.com

PROXY FORM

Form No. MGT-11

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

| |
|---|
| Name of the Member(s): _____ Registered Address: _____ E-Mail ID: _____ Folio No./DP ID and Client ID: _____ |
|---|

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

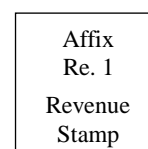
- (1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
- (2) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTEETH annual general meeting of the company, to be held on Saturday 29th September, 2018 at 10.00 a.m. Kamal Banquet Hall, 188/1500-1501, Best Road, Opp. Neeta Bldg., Near Oshiwara Bus Depot, Motilal Nagar I, Goregaon West, Mumbai, Maharashtra 400104 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| No | ORDINARY BUSINESS |
|----|---|
| 1 | Adoption of Annual Accounts and the Directors' and Auditors' Reports thereon for the financial year ended 31 st March, 2018. |
| | SPECIAL BUSINESS |
| 2 | Appointment of M/s. B. M. Gattani & Co , Chartered Accountants, (Firms Registration No. 113536W) as Statutory Auditors of the Company to fill casual vacancy. |
| 3 | Appointment of M/s. B. M. Gattani & Co , Chartered Accountants, (Firms Registration No. 113536W) as Statutory Auditors of the Company for period of five (5) years. |

Signed this _____ day of _____, 2018.

 Signature of Proxy Shareholder



Signature of Shareholder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present meeting by the shareholders present.

NOTES

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Hit Kit Global Solutions Limited

CIN No.L70100MH1988PLC049929

Registered office: 55, Tirupati Plaza, 1st Floor,
Tirupati Shopping Centre Premises Co-Op. Society Ltd.,
S V Road, Santacruz (W), Mumbai 400 054
Tel no. 91-22- 6561 4984, Fax: 91-22- 2600 2894
E-mail: hitkit.global@gmail.com Website www.hitkitglobal.com

Attendance Slip for 30th Annual General Meeting
(to be handed over at the Registration Counter)

| | |
|------------------|---|
| Unique No | : |
| Name | : |
| Address | : |

I/We hereby record my / our presence at the 30th Annual General Meeting of the Company on Saturday, 29th September, 2018 at 10.00 a.m. Kamal Banquet Hall, 188/1500-1501, Best Road, Opp. Neeta Bldg., Near Oshiwara Bus Depot, Motilal Nagar I, Goregaon West, Mumbai - 400104.

Signature of the Member/Proxy/Authorized Representative

-----Cut here -----

ENTRY PASS

(To be retained throughout the Meeting)

ELECTRONIC VOTING PARTICULARS

| EVEN (E Voting Event Number) | USER ID | PASSWORD / PIN |
|-------------------------------------|----------------|-----------------------|
| 180829103 | | |

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