

COMPANY NO: L67120GJ1994PLC023561
AUTHORIZED CAPITAL: 14,50,00,000/-

24th ANNUAL REPORT

2017-2018

CITIZEN INFOLINE LIMITED

411, Sakar-II, Ellisbridge, Ashram Road, Ahmedabad-380006.

AUDITORS

M/S. MANTHAN M SHAH & ASSOCIATES

4B-414, Maradia Plaza, B/H. Law College,
Nr. Associated Petrol Pump, C. G. Road, Ahmedabad-380006

Company Information

▪ **BOARD OF DIRECTORS:-**

- Omprakash L Jain - Managing Director
- Harsh O Jain - Director
- Ravindra O Jain - Director
- Kasturi R Jain - Director
- Pukhraj K Vaid¹ - Independent Director
- Vikas H Jirawala - Independent Director
- Mitesh A Jain - Independent Director
- Sandeep M Jain - Independent Director
- Chandana Borah² - Independent Director

Chief Financial Officer

- Alpa Rajeshkumar Mehta

▪ **AUDITORS:-**

M/S. MANTHAN M SHAH & ASSOCIATES

Chartered Accountants
4B-414, Maradia Plaza,
B/H. Law College,
Nr. Associated Petrol Pump,
C. G. Road,
Ahmedabad-380006

▪ **BANKERS:-**

- HDFC Bank

▪ **REGISTERED OFFICE:-**

411, Sakar – II,
Ellis Bridge, Ashram Road,
Ahmedabad– 380 006

▪ **SHARE REGISTER AND TRANSFER AGENT:-**

LINK INTIME INDIA PRIVATE LIMITED

05th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellis bridge, Ahmedabad-380006
Ph. – 079-26465179

¹ Resigned on 13 August 2018

² Appointed on 13 August, 2018

NOTICE

Notice is hereby given that the **24th ANNUAL GENERAL MEETING** of the members of **CITIZEN INFOLINE LIMITED** will be held on 29th September 2018, Saturday at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad-380006 at 12.00 noon to transact the following business:

- **ORDINARY BUSINESS:**
 1. To receive, consider and adopt the audited Balance Sheet for the year ended 31st March 2018, the Profit and Loss Account, the Statement of Change in Equity and Cash flow statement as at that date, notes thereon and the reports of the Directors and the Auditor thereon.
 2. To appoint a director, Mr Vikas H Jirawala (DIN – 03562015) who retires by rotation and being eligible, offers himself for re-appointment.
 3. To appoint a director, Mrs Kasturi R Jain (DIN – 06851177) who retires by rotation and being eligible, offers himself for re-appointment.
- **SPECIAL BUSINESS**
 4. Appointment of Mrs. Chandana Borah (DIN - 0008198248) as Independent Director
To consider and if thought fit, to pass with or without modifications(s), the following resolutions as an Ordinary Resolution.
RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other provisions, if any, read with Schedule IV of Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("the ACT") and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Chandana Borah (DIN- 0008198248) who was appointed as additional director by the Board of Directors effective from 13 August, 2018 in terms of provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as independent director of the company for the period of three years, not liable to retire by rotation.

BY ORDER OF THE BOARD OF THE DIRECTORS

Place: Ahmedabad
Date : 13/08/2018

(Omprakash Jain)
Managing Director
DIN: 00171365

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, to be effective, must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

- 2) Corporate Members intending to send their representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution along with specimen signature of the representative(s) authorised to attend and vote on their behalf at the Meeting. An appropriate Board Resolution must support proxies submitted on behalf of Corporate Members.

The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 22 September 2018 to Friday 28 September 2018. (Both Days inclusive)

- 3) Members holding Shares in Physical form are requested to intimate immediately to the Registrar & Transfer Agent of the Company, M/s.LINK INTIME INDIA PRIVATE LIMITED, 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad-380006, quoting the Registered Folio Numbers (a) details of their email ID (b) Change in their address if any with the Pin Code Number. The company sends all the communications like an annual report, notice, etc. through email to the shareholders whose email id is available in the record of the company.
- 4) Members are requested to intimate to the Company, queries, if any, on the accounts at least ten days before the date of the meeting to enable the management to keep the required information available at the meeting.
- 5) The requirement for ratification of the appointment of the Auditors by members at the Annual General Meeting has been omitted by Section 40 of the Companies (Amendment) Act, 2017. Accordingly, the resolution for ratification of the Statutory Auditor of the company is not included in the notice.
- 6) Members attending the meeting are requested to bring with them the Attendance slip attached with the Annual report duly filled in and signed and handover the same at the entrance of the meeting place.
- 7) All documents referred to in the notice shall be available for inspection at Company's registered office from noon to 4 pm on working days up to the date of AGM. Members are requested to serve a minimum 48 hours notice to inspect the same.
- 8) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
- 9) Kindly refer to instructions for E-voting attached with Annual Report. Business set out in Notice will be transacted through e-voting only. The Company has provided a facility for e-voting system.

10) Voting Through electronic Means:

In compliance with the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Amendment Rules, 2015 and clause 35B of the Listing agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting services. The facility of casting the votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) is provided by Central Depository Services Limited (CDSL).

The voting period begins on Wednesday 26 September 2018 (9.00 AM) and ends on Friday 28 September 2018 (5.00 PM). During this period Members of the company, holding shares either in physical form or dematerialized form, **as on the cut-off date of 22 September 2018** may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 28 September 2018 (5.00 P.M.)

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xxi. K H M & Associates, Practicing Chartered Accountants (Membership No. 158013) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote E-voting process in a fair and transparent manner.

Xxii. The chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling paper" for all those members who are present at the AGM but have not cast their votes by availing to remote E-voting facility.

Xxiii. The scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Xxiv. The results declared along with the report of the scrutinizer shall be immediately forwarded to the BSE Limited.

Xxv. For members who wish to vote through ballot forms:

(a) The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.

(b) Under clause 35B of the Listing Agreement, members who do not have access to remote E-voting facility may exercise their right to vote on business be transacted at the Annual General Meeting of the Company. The Ballot Form will be provided at the Annual General Meeting of the Company.

B. In case of Members receiving a physical copy of Notice of AGM:

- Please follow all steps from Sr. No. (i) to sr. No. (xix) Above, to cast a vote.
- In case you have any queries or issue regarding E-voting, you may refer the Frequently Asked Question ("FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

11) Members are requested to note that under Clause 49 of the Listing Agreement with the Stock Exchange, brief particulars including shareholding of the Directors proposed to be appointed/re-appointed is given below and forms part of the Notice.

By the Order of Board of Directors

Place: Ahmedabad

Date: 13/08/2018

(Omprakash L Jain) (Ravindra Jain)

Managing Director

Director

DIN: 00171365

DIN: 00412684

ANNEXURE TO THE NOTICE

I. NOTES ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 24RD ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES.

Profile of Directors being appointment/ Re-appointment under Item Nos. 3 to 5 of the above Notice:

Name of Director	Mrs Kasturi Jain	Mrs. Chandana Borah	Mr Vikas Jirawala
Date of Birth	27/11/1985	09/06/1977	17/05/1989
Date of Appointment	26/03/2014	13/08/2018	1 st June 2011
Qualification	Graduate	Graduate	Chartered Accountant
Expertise in Specific Functional Area	She is a Graduate in Master of Commerce. She is providing valuable support to the management of the company. She is the young and dynamic face of the company.	She is holding the degree of BA (Hons). She is benefiting the company with her skills and knowledge.	He is a Chartered Accountant and having experience of more than nine years in accounts field. He will be providing value and support to the management of the company. He is the young and dynamic face of the company.
Directorship in Other Companies (Excluding Private & Foreign Companies)	Nil	NIL	Nil
Membership/Chairmanship of Committee (includes only Audit Committee & Investor Grievances Committee)	Nil	Nil	NIL
Shareholding as on March 18	242,600 Equity Shares	Nil	Nil

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipts of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company's website, i.e. www.citizeninfoline.com to support this green initiative of the Government in full measure, members who have not registered their e-mail address so far, are requested to register their e-mail addresses on the website of the Company, i.e. www.citizeninfoline.com or by sending email to ahmedabad@linkintime.co.in with subject as E-mail for 'Green Initiative' mentioning their Folio No./ Client ID, name of the Company. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through concerned Depository Participant(s).

II. On the recommendations of Nominations and Remuneration Committee, the Board had appointed Mrs. Chandana Borah (DIN - 000198248) as additional director of the company on 13 August 2018. She holds office till the conclusion of this Annual General Meeting. Details pertaining to her is already mentioned in the annexure to this notice.

No other director except Mrs. Chandana Borah is interested in this resolution.

The Board request members to approve this resolution.

DIRECTORS' REPORT

To
The Members
Citizen Infoline Ltd.,

Your Directors have great pleasure in presenting the 24th ANNUAL REPORT and the Audited Statement of Accounts of the Company for the year ended on 31st March 2018.

• **FINANCIAL RESULTS: -**

(Figures in lacs)

Particulars	Amount for 2017-18 (Rs.)	Amount for 2016-17 (Rs.)
Total Income	331.32	386.82
Total Expenditure	(296.61)	(352.75)
Profit Before Depreciation, Non Cash Expenses & Tax	34.71	34.07
Less: Depreciation & Other Non Cash Expenses	(33.74)	(36.87)
Profit Before Tax	0.97	(2.80)
Less: Provision for Taxes	0.01	0.00
Add: Deferred Tax Asset/Liabilities	0.36	(6.26)
Less: Income tax Short / Excess Provision of earlier year	0.00	0.00
Profit After Tax	1.34	3.46
Add: Balance Brought Forward from Previous Year	(60.33)	(59.73)
Balance Carried to Reserve & Surpluses	(58.997)	(60.33)

• **PERFORMANCE REVIEW:-**

During the year, the company's turnover is decreased from Rs. 338.96 Lacs to Rs. 287.82 Lacs from the previous year. This year there is a net Profit Rs. 1.34 Lacs while profit in last year was Rs. 3.46 Lacs. Your directors expect better performance in the future.

• **DIVIDEND:-**

The dividend payout for the year under the review has been formulated by the company's policy to pay substantial dividend linked to long-term performance, keeping in view the company's need for capital for its growth plans and the intent to finance through internal accruals to the maximum. Your directors have always wished to appreciate the trust and faith of its members by paying them appropriate dividends.

As the Company has not made enough profit during the year, Directors of the Company do not recommend any dividend in the current year.

• **PUBLIC DEPOSITS:-**

During the year under review, the Company has not accepted any deposits from the public within the meaning of Companies Act, 2013.

• **INSURANCE:**

All the existing properties including Building are adequately insured.

• **DIRECTORATE:-**

Under the provisions of Companies Act, 2013 Mrs Katuri Jain, Mr Pukhraj Vaid and Mr Vikas Jirawala, directors of the Company, who retires by rotation and being eligible, offer themselves for re-appointment. Mr. Pukhraj Vaid has expressed his desire to retire and not seeking re-appointment. Mrs. Kasturi Jain and Mr. Vikas Jirawala has offered themselves for re-appointment. Members are requested to approve their appointment.

The Board has appointed Mrs. Chandana Borah as additional director on 13 August, 2018. Members are requested to confirm his appointment.

• **AUDITORS:-**

Mr Manthan Shah, Chartered Accountants, Ahmedabad, Statutory Auditors of the Company have been appointed for five years as per the provision of the Companies Act, until the Conclusion of 28th Annual General Meeting.

Further, as per the provisions of Companies (Amendment) Act, 2017, members are not required to ratify the appointment of the auditors.

• **AUDITORS' REPORT:**

The observations made in the Auditors Report are self-explanatory and therefore, need not require any further comments by the board of directors.

• **SECRETARIAL AUDIT REPORT**

In under Section 204 of the Companies Act, 2013, the Board herewith attaches secretarial audit report issued by practising company secretary. There are no remarks or comments in the said report which requires clarifications by the board.

• **ABSTRACTS OF ANNUAL RETURN**

Under the requirement of 93 (3) of Companies Act, 2013, the abstracts of annual return is herewith attached in Annexure of the report in prescribed Form No MGT-9.

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• DIRECTORS' RESPONSIBILITY STATEMENT: -

Under the requirement under section 134(3)(c) of Companies Act 2013, concerning Directors' Responsibility Statement, it is at this moment confirmed.

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

• CONSERVATION OF ENERGY: -

Since the company is engaged in the service business, its operation does not involve substantial consumption of energy. However, the company has taken necessary care to conserve scarce resources of the nation.

• TECHNOLOGY ABSORPTION: -

The company has not imported any technology, but the company is very conscious to absorb necessary technological advancement in its service. The company is continuously upgrading existing technology as well as innovating for cost reduction and quality improvements.

• FOREIGN EXCHANGE EARNINGS AND OUTGO: -

Foreign Exchange earnings -	Rs. NIL
Foreign Exchange outgo -	Rs. NIL

• PARTICULARS OF EMPLOYEES: -

During the year, there were no employees, within the organization, who received remuneration exceeding Rs.60,00,000/- p.a. or if employed for part of the year drawing remuneration of more than Rs. 5,00,000/- p.m. as prescribed.

• RISK MANAGEMENT POLICY

The Risk management policy of the company has been discussed in detail in the Management Discussion & Analysis Report which forms part of this directors' report, attached with the annual report.

• MANAGERIAL REMUNERATION

The details under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows.

Sr No	Name of Director	Remuneration (Rs. In Lakhs)	% increase in FY 2017-18	Comparison of Remuneration of KMP against the performance of the company
1	Omprakash L Jain	7,20,000	Nil	The company has not made enough profit during the year.
2	Ravindra O Jain	4,80,000	Nil	
3	Kasturi R Jain	4,80,000	Nil	
4	Harsh O Jain	6,00,000	Nil	

Market Capitalization of Company	As on 31 March 2018 – Rs. 235.86 Lakhs As on 31 March 2017 – Rs. 238.02 Lakhs
Price Earnings Ratio	As on 31 March 2018 – 218.50 As on 31 March 2017 – 73.50
Percentage Increase (Decrease) in Market Price of shares with at rate at which company came up with last public offer.	The market price has been decreased by 56.30% after last public offer.
Number of Permanent employees on Roll of Company	46
The relationship between Increase in Remuneration and Companies Performance	Remuneration of employees has not been increased during the year, and there is a net profit of Rs. 1.34 Lacs.
Comparison of Remuneration of Key Managerial Personnel with Performance of Company	There is no variable component in the remuneration of any director.
Average Percentage Increase in salaries of managerial personnel	NIL
Average Percentage Increase in salaries of employees other than managerial personnel & Managerial Personnel	Average Percentage increase in Salaries of the employees is 4.05% during the current year

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,
Citizen Infoline Limited
[CIN: L67120GJ1994PLC023561]
411, Sakar - II, Ellisbridge, Ashram Road,
Ahmedabad - 380006

I have conducted a secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Citizen Infoline Limited** (CIN: L67120GJ1994PLC023561) (hereinafter called "the Company") during the financial year from 1st April, 2017 to 31st March, 2018 ("the year" / "audit report" / "period under review")

I conducted the Secretarial Audit in a manner that provided me a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing my opinion thereon.

I am issuing this report based on

- A. My verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;
 - B. Compliance certificates confirming compliance with all laws applicable to the Company given by the key managerial personnel of the Company and taken on record by the Board of Directors; and
 - C. The representations made and information provided by the Company, its officers, agents and authorised representatives during my conduct of the Secretarial Audit.
1. I report as regards to compliance with specific statutory provisions that:
 - a. I have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions/ clauses of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the regulations and bye-laws framed there under;
 - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - ii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - v. Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India.
 - vi. Listing agreements entered into by the Company with BSE Limited (BSE).
 - b. During the period under review, to the best of my knowledge and belief and based on the records, information, explanations and representations furnished to me, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except the followings:
 - i. **Company has not appointed Company Secretary as per the Companies Act, 2013**

I am informed that, during / in respect of the year:

 - ii. The Company was not required to comply with the following laws / guidelines / regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms / returns under:
 1. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings (FEMA);
 2. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment (FEMA)
 3. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 4. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 5. Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 6. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 7. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 8. 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;
 - iii. There was other law that was specifically applicable to the Company, considering the nature of its business. Hence the requirement to report on compliance with specific laws.
 1. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
 2. The Payment of Gratuity Act, 1972;
 3. Indian Contract Act, 1872;
 4. Income Tax Act, 1961 and Indirect Tax laws;

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5. Indian Stamp Act, 1999;
 6. Negotiable Instruments Act, 1881;
 7. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 8. The Custom Act, 1962
 9. The Sale of Goods Act, 1979
 10. Micro, Small And Medium Enterprise Development Act, 2006 and many other Acts.
 11. Goods and Services tax Act, 2014
2. Board processes that:
- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has a woman director. There was no change in composition of the Board of Directors during the period under review.
 - b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - c. A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
 - d. I am informed that, at the Board Meetings held during the year:
 - i. No majority decisions were carried through; and
 - ii. The decisions of the Board on other matters were unanimous and no dissenting views have been recorded as part of the minutes.
3. I further report as regards the compliance mechanism in place that:
- a. There are reasonably adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines
4. I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc

PLACE : AHMEDABAD
DATE : 13.08.2018

Sd /-
CHOPRA NAYNA PARASMALJI
PRACTISING COMPANY SECRETARY
ACS: 32833 COP No. 12187

'Annexure A'

To,
The Members,
Citizen Infoline Limited
[CIN: L67120GJ1994PLC023561]
411, Sakar - II, Ellisbridge, Ashram Road,
Ahmedabad - 380006

Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2018 is to be read along with this annexure.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. My responsibility is to express an opinion on the secretarial records produced for my audit. My examination was limited to the verification of procedure on test basis.
2. I have followed the audit practices and process as I considered appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. I have obtained the Management's representation about the compliance of law, rules and regulations and happening of events etc, wherever required.
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.

PLACE : AHMEDABAD
DATE : 13.08.2018

Sd /-
CHOPRA NAYNA PARASMALJI
PRACTISING COMPANY SECRETARY
ACS: 32833 COP No. 12187

ANNEXURE-2
Nomination and Remuneration Policy

1. Introduction

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors on 25 May 2014. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of the performance of the Directors, Key Managerial Personnel and Senior Management.

2. Objective

The Nomination and Remuneration Committee and this Policy shall comply with Section 178 of the Companies Act, 2013 read along with the applicable rules to it and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- a) To recommend to the Board appointment and removal of Directors, Key Managerial Personnel and Senior Management by criteria laid down.
- b) To recommend to the Board a policy including the following:
 - Determining qualifications, positive attributes and independence of a director;
 - Remuneration for the Directors, Key Managerial Personnel and Senior Management;
 - Remuneration is reasonable and sufficient to attract, retain and motivate directors of the
 - quality required running 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
 - the balance between fixed and incentive pay reflecting the short and long-term performance
 - objectives appropriate to the working of the company and its goals.
 - Performance evaluation of Independent Directors and the Board.
 - Board diversity.

3. Definitions

“**Act**” means Companies Act, 2013 and rules thereunder.

“**Board**” means Board of Directors of the Company. “**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board. “**Company**” means Citizen Infoline Limited.

“**Independent Director**” means a Director of the Company, not being in whole time employment and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the stock exchanges.

“**Key Managerial Personnel**” means Key managerial personnel as defined under the Companies Act, 2013 and includes: i. Managing Director or Executive Director or Chief Executive Officer or Manager ii. Whole-time Director; iii. Company Secretary; iv. Chief Financial Officer and v. Such other officer as may be prescribed.

“**Policy**” means Nomination and Remuneration Policy.

“**Senior Management**” means personnel of the Company who are members of its core management team (Internal Board) excluding the Board of Directors.

4. Functions of Committee

The Nomination and Remuneration Committee shall, inter-alia, perform the following functions:

- a) Identify persons who are qualified to become Directors and who may be appointed in senior management by the criteria laid down, recommend to the Board their appointment and removal.
- b) To recommend to the Board policy for following:
 - Determining qualifications, positive attributes and independence of a director;
 - Remuneration for the Directors, Key Managerial Personnel and Senior Management;
 - 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.
 - Performance evaluation of Independent Directors and the Board.
 - Board diversity.

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the committee authorised by the Chairperson in this behalf shall attend the general meetings of the company. Provided that Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and officers of the Company, as deemed necessary for proper and expeditious execution.

5. Membership

- The Committee shall consist of a minimum three non-executive directors, the majority of them being independent.
- The quorum shall be either two members or one-third of the members of the Committee whichever is higher.
- Membership of the Committee shall be disclosed in the Annual Report.

- The term of the Committee shall be continued unless terminated by the Board of Directors.

6. Chairperson

- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

7. Frequency of Meeting

The meeting of the Committee shall be held at such regular intervals as may be required.

8. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

9. Minutes of Committee

Meeting Proceedings of all meetings shall be minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

10. Policy for appointment and removal of Director, KMP and Senior Management**A. Appointment criteria and qualifications**

- 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 to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

B. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

C. 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.

11. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**A. General:**

- The remuneration / compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director shall be by the percentage/slabs / conditions laid down in the provisions of the Act.
- Term / Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.

B. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel**a) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/the Person authorised by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director by the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

C. Remuneration to Non-Executive / Independent Director

Remuneration / Commission:

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Act.

- Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the number of such fees shall be decided by the Board and subject to the limit as provided in the Act.

- Commission:

The commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

12. Amendments

This Policy may be amended by the board at any time and is subject to (i) amendments to the Companies Act, 2013 (the Act 2013) and (ii) further guidelines and enactments by the SEBI, including Listing Agreement.

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2018**

[Under Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: **L67120GJ1994PLC023561**
- ii) Registration Date: **14/11/1994**
- iii) Name of the company: **CITIZEN INFOLINE LIMITED**
- iv) Category/Sub-Category of the Company: Public Company/Limited by shares
- v) Address of the registered office and contact details:

Address	411, SAKAR - II, ELLISBRIDGE, ASHRAM ROAD, AHMEDABAD - 380006
	AHMEDABAD LOCAL
	GUJARAT
	380006
	INDIA
Telephone With STD	079-26585555
Fax Number	

i) Whether listed company: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agents, if any :

Name of Registrar & Transfer Agents	LINK INTIME INDIA PRIVATE LIMITED
Address	5 TH FLOOR, 506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NR. ST. XAVIER'S COLLEGE CORNER, OFF C.G.ROAD, ELLISBRIDGE AHMEDABAD-380006
Telephone With STD	079-26465179
Fax Number	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% of the total turnover of the company
1	SERVICES SECTOR- YELLOW PAGES DIRECTORY	222	50
2.	SALE OF SPACE OR TIME FOR ADVERTISEMENT PRINT & ELECTRONIC MEDIA	221	50

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NA					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a 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 Share	Demat	Physical	Total	% of Total Shares	
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	3156795	0	3156795	58.49	3156995	0	3156995	58.49	0

b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	3156795	0	3156795	58.49	3156995	0	3156995	58.49	0
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	3156795	0	3156795	58.49	3156995	0	3156995	58.49	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	21500	21500	0.40	0	21500	21500	0.40	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	21500	21500	0.40	0	21500	21500	0.40	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	21681	105100	126781	2.35	20506	105100	125606	2.33	(0.02)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	437526	1558700	1996226	36.87	427398	1539000	1966398	36.43	(0.44)
ii) Individual shareholders holding nominal share capital more than Rs 2 lakh	47400	0	47400	0.88	61200	0	61200	1.13	0.25
c) Others (specify)	16398	32200	48598	0.89	33401	32200	65601	1.21	0.32
Sub-total (B)(2):-	523005	1696000	2219005	41.11	542505	1676300	2218805	41.11	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	523005	1717500	2240505	41.51	542505	1697800	2240305	41.51	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3679800	1717500	5397300	100	3679500	1717500	5397300	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of the total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of the total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	OMPRAKASH LALCHAND JAIN	776200	14.38	0	776200	14.38	0	0
2	RAVINDRA O JAIN	671000	12.43	0	671000	12.43	0	0
3	UGMADEVI O JAIN	702500	13.02	0	702500	13.02	0	0
4	KASTURI R JAIN	242600	4.50	0	242600	4.50	0	0
5	HARSH O JAIN	764495	14.16	0	764495	14.16	0	0
6	SANGITA D JAIN	NIL	NIL	0	100	0.00	0	0
7	DHANPATRAJ L JAIN	NIL	NIL	0	100	0.00	0	0
	Total Amount:-	3156795	58.49	0	3156995	58.49	0	1.73

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iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	30140	0	0	30140
Reduction	2664648	0	0	2664648
Net Change	(2634508)	0	0	(2634508)
Indebtedness at the end of the financial year				
i) Principal Amount	2254491	0	0	2254491
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	2254491	0	0	2254491

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		OMPRAKASH LALCHAND JAIN	RAVINDRA JAIN	KASTURI JAIN	HARSH JAIN	
1.	Gross salary	720000	0	0	0	720000
	(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	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit	0	0	0	0	0
	- others, specify...					
	- Other Commission	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
	Total (A)	720000	0	0	0	720000
	Ceiling as per the Act					

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		MITESH A JAIN	VIKAS HEMENDRAKUMAR JIRAWALA	SANDEEP MOTILAL JAIN	
1.	Independent Directors	0	0	0	
	Fee for attending board committee meetings				
	• Commission	0	0	0	
	• Others, please specify	0	0	0	
	Total (1)	0	0	0	
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings				
	• Commission				
	• Others, please specify				
	Total (2)				
	Total (B) = (1+2)	0	0	0	
	Total Managerial Remuneration	0	0	0	
	Overall Ceiling as per the Act	0	0	0	

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		PUKHRAJ KUNDANLAL VAID	RAVINDRA JAIN	KASTURI JAIN	HARSH JAIN	
1.	Independent Directors	0	480000	480000	600000	
	• Fee for attending board committee meetings					
	• Commission	0	0	0	0	
	• Others, please specify	0	0	0	0	
	Total (1)	0	0	0	0	
2.	Other Non-Executive Directors		0	0	0	
	• Fee for attending board committee meetings					

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	• Commission		0	0	0	
	• Others, please specify					
	Total (2)		0	0	0	
	Total (B) = (1+2)	0	0	0	0	
	Total Managerial Remuneration	0	480000	480000	600000	
	Overall Ceiling as per the Act	0				

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

S No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary		0	212719	
	(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		0	0	
	(c) Profits instead of salary under section 17(3) Income-tax Act, 1961		0	0	
2.	Stock Option		0	0	
3.	Sweat Equity		0	0	
4.	Commission		0	0	
	- as % of the profit				
	- others, specify				
	- Other Commission		0	0	
5.	Others, please specify		0	0	
	Total		0	212719	

XII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

MANAGEMENT DISCUSSION AND ANALYSIS**INDUSTRY STRUCTURE AND DEVELOPMENTS**

The print and publishing industry has been profoundly altered by the digital media revolution. Newsprint is moving from print to the web even while the publishing industry at large is becoming digitised. The emergence of the digital and online media has brought about a significant change in the core business model of the publishing industry. The change in technology and consumer behaviour has given to new opportunities and challenges for traditional publishers.

The rapid expansion of digital media has driven publishers to reduce costs and streamline their operations. Also, the pressure on publisher has increased as a growing number of consumers prefer access to online content. Publishers are now finding innovative ways to deliver content to users. Some of the emerging trends in the publishing industry include electronic books (eBooks), podcasts, blogs, mobile publishing, and self-publishing. Some publishers have also started focusing on new opportunities such as user-generated content and online communities.

FUTURE BUSINESS PROSPECTS:

The Company is highly optimistic about its future expansion of business and planning to start branches of Yellow Pages and online services in all Metro and other big cities of India.

We want to develop India's largest Yellow pages network. In doing so, consumers will be able to find a business or service with ease. Our goal is to deliver a simple to use information resource which is both enjoyable and informative. Further, we are looking forward to matching the needs of the advertisers who require smart solutions to their business essentials. Our strength lies in our power to apply knowledge and expertise in Customer satisfaction.

OPPORTUNITIES & THREATS

Yellow pages media is aiming to get as many people as possible searching its online sites, such as www.infoline.com, as it continues to move beyond print directories and become a digital company. But low prices for internet advertising may reduce revenues and condition advertiser expectations in the long term, reducing the overall value of the market.

Any inability to accommodate increased user traffic, due to various factors, including systems or technology failure or obsolescence, on our website may cause unanticipated system disruptions, slower response time and degradation in quality of our service, which could have a material adverse effect on our business, reputation, financial condition and result of operations.

PERFORMANCE

The performance of the company during the year is as under: -

Particulars	2017-18(amount in Rs.)	2016-17(amount in Rs.)
Profit before depreciation and interest	39,53,352.00	38,99,485.00
Profit before depreciation	34,71,654.00	34,07,028.00
Profit before tax	97,568.00	-2,80,075.00
Profit after tax	1,33,672.00	3,46,391.00

CHALLENGES AND FUTURE OUTPUT

Our business strategy emphasises the following:

1. Increase our market shares in India's expanding yellow pages & online advertising by following a disciplined growth strategy focusing on quality and not on quantity and delivering high-quality customer service.
2. Leverage our technology platform and open scalable systems to deliver more products to more customers and to control operating costs.
3. Develop innovative products and service that attract our targeted customers and address inefficiencies in the advertising sector.
4. Focus on high earnings growth with low volatility.

INTERNAL CONTROL SYSTEMS

The Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilisation of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises of well-defined organisation structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

HUMAN RESOURCES MANAGEMENT

The Company's belief in trust, transparency and teamwork improved employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing the effectiveness of operations and enabled the achievement of benchmarks in the industry. The company's ongoing objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders. Training and orientation programs are being arranged periodically, to update the employees in the work techniques. The overall human resources are positive, and we would be able to achieve the desired objectives effectively. The Company has developed an environment of harmonious and cordial relations with its employees.

CAUTION STATEMENT

The statement in this Management Discussion and Analysis Report describing the Company's objectives, estimates etc. may be "Forward-Looking Statement" within the applicable laws & regulations. Actual results may vary from those expressed or implied; several factors that may affect Company's operations include Dependency on telecommunication and Information technology system, Government policies and several other factors. The company takes no responsibility for any consequences of the decision made, based on such statement and holds no obligation to update these in future.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 13/08/2018

(Omprakash L Jain) (Ravindra Jain)
Managing Director Director
DIN: 00171365 DIN: 00412684

Corporate Governance

Citizen Infoline Limited has established a tradition of the highest standards of corporate governance principals and best practices. The Company is committed to introducing corporate governance practices in tandem with domestics and international developments to position it to conform to the best governance practices.

Our Governance philosophy

The company's philosophy on corporate governance envisages the attainment of the highest levels of transference, accountability and equity in all facets of its operation and all its interactions with its stakeholders including shareholders, employees, the government, lenders and the society. The company believes that all its operations and actions must achieve the underlying goal of enhancing overall shareholder value, over a sustained period. In our commitment to practice sound governance principles, we are guided by the following core principles:

- **Transparency**
To maintain the highest standards of transparency in all aspects of our interactions and dealings.
- **Disclosures**
To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
- **Accountability**
To demonstrate the highest levels of personal responsibility and continually affirm that employees are responsible to themselves for the pursuit of excellence.
- **Compliances**
To comply with all the laws and regulations as applicable to the company.
- **Ethical conduct**
To conduct the affairs of the company ethically.
- **Stakeholders' interests**
To promote the interests of all stakeholders including customers, shareholders, employees, lenders, vendors and the community.

Governance practices beyond regulatory requirements

Our governance practices go beyond the statutory and regulatory requirements. We endeavor to follow the spirit of good governance than mere compliance with the conditions specified by regulatory authorities. With this objective, we have formulated, inter alias, the following policy documents and introduced best practices of governance:

a) Values and commitments

We have set out and adopted policy documents on 'values and commitments' of the Company. We believe that any business conduct can be ethical only when it rests on the nine core values of honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.

b) Code of Ethics

Our policy document on 'code of ethics', in essence, directs that our employees should conduct the business with integrity by excluding consideration of personal advantage.

c) Business policies

Our 'business policies' contains the policy on fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety & environment and quality.

d) Separation of the Board's supervisory role from the executive management

In line with the best global practices, we have adopted the policy of separating the Board's supervisory role from the executive management and splitting the posts of chairman and MD.

e) Prohibition of insider trading policy

This document contains the policy on prohibiting trading in the equity shares of the Company, based on inside or privileged information.

f) Prevention of sexual harassment

Our policy on prevention of sexual harassment aims at promoting a productive work environment and protects individual rights against sexual harassment.

g) Whistleblower policy

Our whistleblower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistleblower from any adverse personnel action.

h) Risk management

Our risk management procedures ensure that the management controls risks through means of properly defined framework.

I. Boardroom practices

i. Board charter

The board of directors has adopted a comprehensive board charter. The charter has set out matters relating to board composition, scope and functions of the board and its committees, etc.

ii. Tenure of independent directors

Tenure of independent directors on the board of the Company shall not extend beyond stipulated years, subject to their re-appointment on retirement by rotation as per statutory provisions.

iii. Director's interaction with shareholders

Mr Omprakash Jain and Mr Ravindra O. Jain interact with shareholders on their suggestions and queries which are forwarded to the compliance officer.

iv. Meeting of independent directors with operating team

The independent directors of the company meet in executive sessions with the operating teams in each of the respective areas, on a regular basis as they deem necessary. These executive session discussions may include topics such as operating policies and procedures; risk management strategies;

Measures to improve efficiencies; performance and compensation; strategic issues for board consideration; the flow of information to directors; management progression and succession and others as the independent directors may determine. During these executive sessions, the independent directors have access to members of management and other advisors, as the independent directors may determine and deem fit.

v. Commitment of directors

The board meeting dates for the entire fiscal year are scheduled at the beginning of the year, and an annual calendar of meetings of the board and its committees are circulated to the directors. This enables the directors to plan their commitments and facilitates attendance of all directors at the meetings of the board and its committees. Such planning of meetings enables the directors to plan their commitments, particularly in the context that the meetings of the board normally extend over the entire working day.

vi. Governance practices being followed to promote the interests of our stakeholders

We have in the recent past introduced several trends setting governance practices to improve stakeholder satisfaction.

Compliance with clause 49 of the listing agreement

Citizen Infoline Limited is fully compliant with the mandatory requirements of clause 49 of the listing agreement formulated by Securities and Exchange Board of India (SEBI).

We present our report on compliance of governance conditions specified in clause 49.

I. Board of directors

1. Board composition - Board strength and representation

As of March 31, 2018, the board consisted of Eight members. The composition of and the category of directors on the board of the company were as under:

Category	Particulars of Director
Promoter & Executive Director	- Omprakash L Jain (Managing Director) - Ravindra O Jain - Kasturi R. Jain - Harsh O Jain
Promoter & Non Executive Director	
Independent & Non Executive Directors	- Pukhraj K Vaid ³ - Vikas H. Jirawala - Mitesh A Jain - Sandeep M. Jain - Chandana S Borah ⁴
Nominee Director	- Nil

³Mr. Pukhraj K Vaid has resigned as independent on 13 August, 2018. Accordingly, all necessary changes have been made in this corporate governance report. Members are requested to consider this fact while reading corporate governance report.

⁴Mrs. Chandana S Borah has been appointed as independent director on 13 August, 2018. Accordingly, all necessary changes have been made in this corporate governance report. Members are requested to consider this fact while reading corporate governance report.

2. Conduct of board proceedings

The day to day business is conducted by the officers and the managers of the Company under the direction of the board led by the Chairman. The board holds six to seven meetings every year to review and discuss the performance of the company, its plans, strategies and other pertinent issues relating to the company.

The board performs the following specific functions in addition to the oversight of the business and the management:

- Review, monitor and approve major financial and business strategies and corporate actions.
- Assess critical risks facing the company their mitigation.
- Provide counsel on the selection, evaluation, development and compensation of senior management.
- Ensure that processes are in place for maintaining the integrity of
 - The company
 - The financial statements
 - Compliance with law
 - Relationships with all the stakeholders
 - A delegation of appropriate authority to the senior executives of the company or effective management of operations.

3. Board meetings

Board Meetings were held during the year. They were held on 03/05/2017, 22/05/2017, 02/07/2017, 05/08/2017, 08/11/2017, 25/01/2018 & 23/02/2018.

4. Attendance of directors at the Board Meetings held during 2017-18 and the last Annual General Meeting (AGM)

Directors	Meetings In year	Meeting Attended	AGM
O. P. Jain	7	7	Yes
P. K. Ved	7	5	Yes
R. O. Jain	7	7	Yes
H. O. Jain	7	7	Yes
V. H. Jirawala	7	5	Yes
K R Jain	7	6	Yes
M A Jain	7	5	Yes
S M Jain	7	5	Yes
C S Borah	NA	NA	NA

Notes:

- None of the Directors has a business relationship with the Company.
- None of the directors receive any loans and advance from the Company

5. Other directorships

None of the directors holds directorships in more than ten public limited companies.

The details of directorships (including private limited, foreign company and companies under section 8 of the Companies Act, 2013), Chairmanships and the Committee memberships held by the directors as on March 31, 2018

Name of Directors	Number of other Membership / Directorship
O. P. Jain	1
H. O. Jain	3
P. K. Ved	Nil
R. O. Jain	2
Mr V. H. Jirawala	Nil
Mrs K R Jain	1
Mr M A Jain	1
Mr S M Jain	Nil

Notes:

1. The information provided above pertains to the following committees by the provisions of clause 49 of the listing agreement:
 - a. Audit committee
 - b. Shareholders/investors' grievances committee
2. Membership of committees includes chairmanship if any.

6. Membership of board committees

No director holds membership of more than ten committees of boards nor is any director a chairman of more than five committees of boards.

7. Details of Directors

The abbreviated resumes of all Directors are furnished hereunder:

- **Shree Omprakash Jain**
He has been chairman of Citizen Group of Companies for last 25 years. He is the pioneer of the company towards new goals and achievement. The company has his valuable services since its incorporation.
- **Shree Pukhraj K Vaid**
He has been a director in the company for more than 16 years. He is providing valuable support to the management of the company. He is having experience of more than 41 years in the field of textile trading and having very good contacts in the textile market. He has resigned on 13 August 2018.
- **Shree Ravindra O Jain**
He has been a director in the company for more than 12 years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.
- **Shree Vikas H Jirawala**
He is a Chartered Accountant and will be providing a valuable support to the management of the company. He is the young and dynamic face of the company.
- **Shree Harsh O. Jain**
He is MBA in finance and has been a director in the company for ten years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.
- **Smt. Kasturi R. Jain**
She is Graduate in Master of Commerce. She is providing valuable support to the management of the company. She is the young and dynamic face of the company.
- **Shree Mitesh A. Jain**
He is CFP & MBA and has been a director in the company for four years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.
- **Shree Sandeep M. Jain**
He is MBA and has been a director in the company for four years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.
- **Smt Chandana Borah**
She is BA (Honors). She has joined the company on 13 August, 2018. She is expected to bring diversity to the board.

8. Insurance coverage

The company has not obtained director's liability insurance coverage in respect of any legal action that might be initiated against directors.

II. Audit Committee:

The Audit Committee has been constituted w.e.f. March 28, 2003. The Audit committee is reconstituted on 13 August, 2018.. Audit Committee presently comprises of one executive and two non-executive Directors, namely

- | | | |
|------------------------|---|----------|
| • Mr. Vikas H Jirawala | - | Chairman |
| • Mr. Mitesh A Jain | - | Member |
| • Mr. Omprakash Jain | - | Member |

All the members of the Audit Committee have good knowledge of finance, accounts and company law. The chairman of the committee has financial management expertise. The committee held **4(four)** meetings during the year. The audit committee also advises the management on the areas where internal audit can be improved. The minutes of the meetings of the audit committee are placed before the board. The terms of reference of the audit committee are by all the items listed in clause 49 (II) (D) and (E) of the listing agreement and section 177 of the Companies Act, 2013, as follows:

- 1) Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial information is correct, sufficient and credible.
- 2) Recommending the appointment, reappointment and replacement/removal of statutory auditors and fixation of the audit fee.
- 3) Approve payment for any other services by statutory auditors.
- 4) Reviewing with management the annual financial statements before submission to the board, focusing primarily on;
 - Matters required being included in the directors' responsibility statement included in the report of the board of directors.
 - Any changes in accounting policies and practices.
 - Major accounting entries based on the exercise of judgment by management.
 - Qualifications in the draft statutory audit report.
 - Significant adjustments arising out of the audit.
 - Compliance with listing and other legal requirements concerning financial statements.
 - Any related party transactions.
- 5) Reviewing with the management the quarterly financial statements before submission to the board for approval.

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- 6) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- 7) Reviewing the adequacy of the internal audit function, including the structure of the internal audit department, staffing and Seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8) Discussion with internal auditors any significant findings and follow up thereon.
- 9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the board.
- 10) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11) To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.
- 12) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 13) Carrying out any other function as is mentioned in terms of reference of the audit committee.
- 14) Review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Internal audit reports relating to internal control weaknesses;
 - Management letters/letters of internal control weaknesses issued by statutory/internal auditors;
 - Statement of significantly related party transactions; and
 - The appointment, removal and terms of remuneration of the auditor shall be subject to review by the Audit Committee.

The Audit Committee has the following powers:

- To investigate any activity within its terms of reference.
- To seek any information from any employee.
- To obtain outside legal and professional advice.
- To secure the attendance of outsiders with relevant expertise, if it considers it necessary.

Attendance at the meetings of the Audit Committee held during the year 2017-18¹

Directors	Meetings In year	Meetings Attended
Pukhraj K Vaid	4	4
Vikas H. Jirawala	4	4
Omprakash L. Jain	4	4
Mitesh Jain	NA	NA

¹Mr. Pukhraj Vaid ceased to be the Chairman and member on 13 August, 2018. Mr. Vikas Jirawala was appointed as the member on 13 August, 2018. Mr. Mitesh Jain is appointed as the member on 13 August, 2018.

The Audit Committee held meetings on 22/05/2017, 05/08/2017, 08/11/2017, 25/01/2018. The meetings are regularly held at the end of each quarter.

III. Nomination / Remuneration Committee

The nomination/remuneration committee of the board is constituted to formulate from time to time,

- a) Process for selection and appointment of new directors and succession plans; and
- b) A compensation structure for the members of the board.

The Committee is reconstituted on 13 August 2018, as follows.

- Mr. Mitesh Jain - Chairman
- Mr. Vikas Jirawala - Member
- Mrs. Chandana Borah - Member

The remuneration policy is directed towards rewarding performance. It is aimed at attracting and retaining high caliber talent.

The Company does have an incentive plan, which is linked to performance and achievement of the Company's objectives. The Company has no stock option scheme. Total remuneration paid to Directors of the Company during the year ended March 31, 2018, is Rs.22.80 Lacs.

Notes:

- o The company has not entered into any other pecuniary relationship or transactions with the non-executive directors.
- o The company has so far not issued any stock options to its directors.

• **Equity shares held by directors:**

Particulars of Equity Shares held by the director as of 31 March 2018 is as follows

Name of Directors	Equity Shares Held
Omprakash L. Jain	7,76,200
Ravindra O. Jain	6,71,000
Pukharaj Vaid	Nil
Kasturi R. Jain	2,42,600
Harsh O. Jain	7,64,495
Mitesh A Jain	Nil
Sandeep M Jain	Nil
Vikas H Jirawala	Nil
Chandana S Borah	Nil

• **Directors' remuneration policy:**

The nomination/remuneration committee determines, the compensation of the directors including their commission and ESOPs. The key components of the company's remuneration policy are:

- Compensation will be a major driver of performance and contribution.
- Compensation will be competitive and benchmarked with a selected group of companies from the services sector.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully legal and tax compliant.

IV. Shareholders/investors' grievances committee:

The Shareholders Grievances re-committee has been constituted w.e.f. July 7th, 2014. It was reconstituted on 13 August, 2018 as follows. The Shareholders Grievances Committee presently comprises of one executive and two non-executive Directors, namely

A) Vikas Jirawala	-	Chairman
B) Omprakash L. Jain	-	Member
C) Harsh O. Jain	-	Member

Particulars of investors' complaints received are as follows

Particulars	Queries Received	Queries Solved
Transfer of Shares	Nil	Nil
Non-receipts of Annual Report	Nil	Nil
Non-receipt of Dividend warrants	Nil	Nil
Pending Share Transfers	Nil	Nil

The Particulars of meetings held during the year are furnished hereunder.⁶

Directors	Meetings In year	Meetings Attended
Harsh O Jain	4	4
Pukhraj K. Ved	4	4
Omprakash Jain	4	4
Vikas Jirawala	NA	NA

The meetings are held on 22/05/2017, 05/08/2017, 08/11/2017 and 25/01/2018. The meetings are regularly held.

V. General Body Meetings:

The company held its last three Annual General Meetings as under:

- For 2014-15 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 29th September 2015 at 12:00 noon.
- For 2015-16 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 29th September 2016 at 12:00 noon.
- For 2016-17 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 29th September 2017 at 12:00 noon.

VI. Means of communication

Information like quarterly financial results and media releases on significant developments in the company as also presentations that have been made from time to time to the media and has been

⁶Mr. Pukhraj Jain ceased to be chairman and member of committee on 13 August, 2018. Mr. Vikas Jirawala is appointed as member and chairman of the committee with effect from 13 August, 2018.

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submitted to the stock exchanges on which the company's equity shares are listed, to enable them to put them on their web sites. The Quarterly financial results are generally published in "Western Times" (Gujarati & English).

VII General Share Holder Information:

- i) Annual General Meeting : Saturday 29th September 2018
Date, Time and Venue : 411, Sakar – II, Ellisbridge,
Ashram Road,
Ahmedabad -380 006.
- ii) Financial Year : 2018-19
 - Results for the first quarter ending June 30, 2018 : 6th August 2018
 - Results for the second quarter ending September 30, 2018 : On or Before 15th November 2018
 - Results for the Third quarter ending December 31, 2018 : On or Before 15th February 2019
 - Results for the financial year ending March 31, 2019 : On or Before 30th May 2019
- iii) Date of Books Closure: Saturday 22 September 2018 to Saturday 28 September 2018
- iv) Dividend payment Date : N.A.
- v) Listing on Stock Exchanges : Bombay Stock Exchange Ltd.
Demat ISIN in NSDL & CDSL : INE473L01018

vi) Distribution of Shareholding as on 31st March 2018:

Distribution of Shares (Slab wise)	No. of Shareholders	Percentage of total shareholders	Total shares	Percentage of Shares
Up to 500	5489	89.27	748015	13.86
501-1000	315	5.12	264983	4.91
1001-2000	171	2.78	270212	5.01
2001-3000	69	1.12	173566	3.22
3001-4000	20	0.33	71400	1.32
4001-5000	33	0.53	158290	2.93
5001 -10000	30	0.49	225239	4.17
10001 & Above	22	0.36	3485595	64.58
Total	6149	100.00	5397300	100.00

vii) Shareholding Pattern as on 31st March 2018:

Category	Total Shares	% to equity
Promoter and Promoter Group	3156995	58.49
Bodies corporate	125606	2.33
NRI/Foreign national/foreign corporate bodies	31100	0.58
Mutual Fund/UTI/ Financial Institution/Bank	21500	0.40
Indian Public	2027598	37.56
Hindu Undivided Families	24501	0.45
Clearing Members	10000	0.19
Total	5397300	100.00

viii) Dematerialization of Shares:

The Equity Shares of the Company are traded compulsorily in the dematerialised form. The Company has agreed with both National Depository Ltd. (NSDL) and Central Depository Securities Ltd. (CDSL), whereby the shareholders have the option to dematerialise their shares with either of the depositories.

Status of Dematerialization as of 31st March 2018

Particulars	No of Shares	% of Total capital	No. Of Shareholder
National Securities Depository Ltd.	3528958	65.38	291
Central Depository Services (India) Ltd.	170542	3.16	187
Total Dematerialized	3699500	68.54	478
Physical	1697800	31.46	5671
Grand Total	5397300	100.00	6149

ix) Share Transfer System:

Share Transfer has normally been processed and returned within 21 days from the date of lodgment, provided the necessary documents were in order.

The company has appointed a common agency on a single point for physical and demat registry work. The address of the Register and Share Transfer Agent is as under:

LINK INTIME INDIA PRIVATE LIMITED

05th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad-380006

x) Investor Correspondence may be addressed to:

Mr Omprakash Jain
411, Sakar – II,
Ellisbridge, Ashram Road,
Ahmedabad – 380006
Phone no. – 91-79-26585555, Email: acc@infoline.com
Or at the Register and Share Transfer Agent Address as mentioned above.

VIII. Compliance with other mandatory requirements**1. Management discussion and analysis**

A management discussion and analysis report forms part of the annual report and includes discussions on various matters specified under clause 49(IV) (F) of the listing agreement.

2. Subsidiaries

The company do not have any subsidiary company as per clause 49 (III) of the listing agreement.

3. Disclosures**a. Related party transactions**

The company has entered into related party transactions as set out in the notes to accounts, which are not likely to have a conflict with the interest of the company.

b. No Penalty or strictures

No penalty or stricture has been imposed on the company by the stock exchanges or SEBI or any other statutory authority, on any matter related to the capital markets, during the last three years.

c. Disclosure of accounting treatment

In the preparation of financial statements, the company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

d. Disclosures on risk management

The company has laid down procedures to inform the members of the board of the risk assessment and minimisation procedures. A risk management committee consisting of senior executives of the company periodically reviews these procedures to ensure that executive management controls risk through means of a properly defined framework. The company has framed the risk assessment and minimisation procedure which is periodically reviewed by the Audit Committee and the Board.

e. Code of conduct

The Company adopted the code of conduct and ethics for directors and senior management. The code has been circulated to all the members of the board and senior management. The board members and senior management have affirmed their compliance with the code and a declaration signed by the Shree Omprakash Jain Chairman of the Company appointed is given below:

“It is at this moment declared that the company has obtained from all members of the board and senior management affirmation that they have complied with the code of conduct for directors and senior management of the company for the year 2017-18.”

O P Jain
Chairman

f. Review of directors' responsibility statement

The board in its report has confirmed that the annual accounts for the year ended March 31, 2018, have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

VIII. Compliance with non-mandatory requirements**1. Remuneration Committee**

The board has set up a remuneration committee details of which are furnished at Sr. No. III of this report.

2. Shareholder rights

The quarterly financial results including a summary of significant events of the relevant period of three months are published in newspapers

3 Audit qualifications

Strategic decisions were taken during the year resulting in unqualified financial statements of the company.

4. Whistleblower policy

The company has formulated a policy to prohibit managerial personnel from taking an adverse personnel action against employees disclosing in good faith alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, gross waste or misappropriation of public funds, substantial and specific danger to public health and safety or an abuse of authority. The Policy also lays down the mechanism for enquiring in to whistleblower complaint received by the company. Employees are aware of any alleged wrongful conduct are encouraged to disclose to the audit committee. Employees knowingly making false allegations of alleged wrongful conduct to the audit committee shall be subject to disciplinary action. No personnel of the company have been denied access to the grievance redressed mechanism of the company.

Auditor's certificate on corporate governance:

The Auditors certificate on the compliance of clause 49 of the listing agreement relating to corporate governance is published elsewhere in this report.

DECLARATION ON CODE OF CONDUCT

It is at this moment confirmed that the Board has laid down some Code of Conduct for all Board Members and Senior Management personnel of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the code of conduct of the Company for the financial year ended as on 31st March 2018, as envisaged in Clause 49 of the Listing Agreement with stock exchanges.

Place: Ahmedabad

For, Citizen Infoline Limited

Date: 13/08/2018

**(Omprakash Jain)
Managing Director
DIN: 00171365**

CEO/CFO CERTIFICATION

We, Mr Om Prakash Jain, Managing Director and Mrs Alpa Mehta, Chief Financial Officer, certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2018 and that to the best of our knowledge and belief:

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

(ii) These statements together present a true and fair view of the company's affairs and comply with existing 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 is fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company, and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We further certify that we have indicated to the auditors and the Audit Committee:

(a) Significant changes in internal control system during the year;

(b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(c) Instances of significant fraud of which they have become aware of 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.

Place: Ahmedabad

For, Citizen Infoline Limited

Date: 13/08/2018

**(Omprakash Jain)
Managing Director
DIN: 00171356**

**(Alpa Mehta)
Chief Financial Officer**



MANTHAN M SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
B-414, MARADIA PLAZA,
B/H LAW COLLEGE,
C. G. ROAD, AHMEDABAD-380006

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
CITIZEN INFOLINE LIMITED

• OPINION

We have audited accompanying Ind AS Standalone financial statements of M/s. **Citizen Infoline Limited** ("the Company") which comprises the Balance Sheet as at **March 31, 2018**, the Statement of Profit and Loss, statement of changes in the Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss, statement of change in equity and its cash flows for the year ended on that date.

• BASIS OF OPINION

We conducted our audit by the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

• RESPONSIBILITY OF MANAGEMENT FOR THE STANDALONE 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)[iv] and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors is also responsible for overseeing the company's financial reporting process.

• AUDITORS RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

• REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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 Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for our audit.

- a. 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
- b. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- c. In our opinion, those above standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. By 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 regarding Section 164 (2) of the Act.

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- e. Concerning 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".
- f. Concerning the other matters to be included in the Auditor's Report by 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:
1. The Company does not have any pending litigations which would impact its financial position.
 2. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable material losses.
 3. The company was not required to transfer any amount to the Investor Education and Protection Fund by the Company.

FOR, MANTHAN M SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: AHMEDABAD
DATE: 30.05.2018

MANTHAN SHAH
PROPRIETOR
M No: 150534
FIRM REG. No.145136W

ANNEXURE A TO THE AUDITOR'S REPORT

(Referred to in paragraph 5 of our report of even date)

I. Fixed Assets: -

- (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) The management has physically verified all the fixed assets at the year-end. No material discrepancies have been noticed on such verification.

II. Inventory:

- (a) The stocks of finished goods, stores and spares have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of stocks followed by the management is reasonable and adequate about the size of the Company and the nature of its business.
- (c) No material discrepancies have been noticed on physical verification of stocks as compared to book records.

III. Loan:

According to the information and explanation gave to us, the company has granted loans secured or unsecured to companies, firms or their parties covered in the register maintained under section 189 of the Companies Act 2013.

(a) In our opinion, the Company has not granted a loan to a related party in violation of provisions of Section 189 of Companies Act, 2013 during the current financial year. The closing amount outstanding is NIL.

(Rs. in Lacs)

No of Parties	One
Loan Given during the year	10,26,810
Received back During the year	10,26,810
Maximum Outstanding in Year	9,00,000
Closing Balance	0

(b) According to information and explanations are given to us, the Company has not taken loans from any parties covered in the register maintained under section 189 of the Companies Act, 2013.

(c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from the parties, listed in the register maintained under section 189 of the Companies Act, 2013 are not, *prima facie*, prejudicial to the interest of the Company.

- IV. In our opinion and according to the information and explanations are given to us, The Company has complied with the provisions of section 185 and 186 of companies Act, 2013 in respect of the loan, Investment, Guarantee and security.
- V. In our opinion and according to the information and explanations are given to us, the Company has not accepted any deposit during the current financial year.
- VI. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

- VII. (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, the duty of customs, the duty of excise, value-added tax, cess and any other statutory dues with appropriate authorities.
- (b) According to the information and explanation gave to us, there were no undisputed amounts payable in respect of Income-Tax, Wealth-Tax, Sales Tax, Customs Duty and Excise Duty which have remained outstanding as at 31st March 2018 for more than six months from the date they became payable.
- (c) The company is not required to transfer any amount to investor education and protection fund by provisions of Companies Act, 2013 or rules made thereunder.
- VIII. By the verification of records and information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
- IX. The Company did not raise any money by way of an 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.
- X. Based on the Audit procedure performed and the representation obtained from the management, we report that no case of material fraud on or by the Company has been noticed or reported during the year under Audit
- XI. According to the information and explanation gave to us, all the transactions with the related parties comply with section 177 and section 188 of the companies act, 2013.
- XII. According to the information and explanation gave to us, we Report that the company has not entered into any non-cash Transaction (u/s 192 companies act, 2013) with its Directors or the with the persons connected with it.
- XIII. The company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures during the financial year.
- XIV. The company has paid/provided for managerial remuneration as per provisions of Section 197 read with Schedule V of Companies Act, 2013.

FOR, MANTHAN M SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: AHMEDABAD

DATE: 30/05/2018

MANTHAN SHAH
PROPRIETOR
M. No: 150534
FIRM REG. No.145136W



Annexure B

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 Citizen Infoline Limited ("the Company") as of March 31, 2018, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes by generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements by generally accepted accounting principles, and that receipts and expenditures of the company are being made only by authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 of 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, MANTHAN M SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: AHMEDABAD

DATE: 30/05/2018

MANTHAN SHAH
PROPRIETOR
M. No: 150534
FIRM REG. No.145136W

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21. Citizen Infoline Limited was incorporated in the year 1994. Citizen's yellow pages have been in the local search and print media. It has various branches across the state of Gujarat.
22. Figures of previous year have been regrouped/rearranged wherever necessary.
23. The information regarding suppliers holding permanent registration certificate as a small-scale industrial undertaking or as an ancillary industrial undertaking issued by the Directorate of Industries of the state is not available. In the absence of such information, the amount and interest due as per the Interest on delayed payments to Small and Ancillary Industries Act, 1993 is not ascertainable. There is no claim for payment of interest under the law above.
24. Disclosures under Section 22 of Micro, Small and Ancillary Industries Act, 2006 can be considered on receiving relevant information from suppliers who are covered under the act is received.

25. Foreign Exchange Earnings and Outgo

PARTICULARS	2017-18(Rs.)	2016-17 (Rs.)
Foreign Exchange Earnings	---	---
Foreign Exchange Outgo	---	---

26. SIGNIFICANT ACCOUNTING POLICIES

• The basis of Preparation of Financial Statements

- a) The financial statements have been prepared under the historical cost convention by the generally accepted accounting principles on going concern basis and provisions of the Companies Act, 2013 as adopted consistently by the company. The accounts are materially complying with Accounting Standards issued by The Institute of Chartered Accountants of India.
- b) The company generally follows a mercantile system of accounting and recognises significant items of income and expenditure on accrual basis. However, Municipal Tax is recognised on Cash Basis.

• Disclosure of Accounting Policies

The Accounting Principles and policies, recognized as appropriate for measurement and reporting of the financial performance and the financial position on Accrual Basis except otherwise disclosed using historical cost i.e. not taking into account changing money values/impact of inflation, are applied in the preparation of the financial statement and those which are considered material to the affairs are suitably disclosed. The statement on Significant Accounting policy excludes disclosures regarding Accounting Standards in respect of which there are no material transactions during the year.

• Valuation of Inventories

The Company operates in the service industry. Therefore, it does not have any inventory.

• Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

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

The company classifies all other liabilities as non-current. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

- **Functional and Presentation Currency**

These standalone financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest rupees, except otherwise indicated.

- **Employee Benefits**

- (i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

- (ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided and the Company will have no legal or constructive obligation to pay further amounts. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

- (iii) Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (asset) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in the benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

- (iv) **Other long-term employee benefits**

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured by a periodical independent actuarial valuation using the projected unit credit method. Re-measurement are recognised in Statement of Profit and Loss in the period in which they arise

- **Fair value measurement**

The Company measures financial assets, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between

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levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company management determines the policies and procedures for recurring and non-recurring fair value measurement. Involvement of external valuers is decided upon annually by Company management. The management decides after discussion with external valuers about valuation technique and inputs to use for each case.

At each reporting date, the Company's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing on the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For fair value disclosures, the Company has determined classes of assets and liabilities by the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

• **Revenue recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company assesses its revenue arrangements against specific criteria, i.e., whether it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services, to determine if it is acting as a principal or as an agent.

Revenue is recognised, net of trade discounts, goods and service tax or other taxes, as applicable.

(i) **Sale of goods**

Revenue from sale of goods is recognized in the statement of profit and loss when the significant risks and rewards in respect of ownership of goods have been transferred to the buyer as per the terms of the respective sales order and the Company neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances and discounts.

(ii) **Interest income**

For all financial assets measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or the amortised cost of a financial liability. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

(iii) **Dividend income**

Dividend income from investments is recognised when the right to receive the payment is established which is generally when shareholders approve the dividend.

• **Property, Plant and Equipment & Depreciation**

(i) **Recognition and Measurement**

Items of property, plant and equipment are measured 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 non-refundable purchase taxes, after deducting trade discounts and rebates. - Any costs are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. - the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period. - Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. 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. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss. Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

(i) **Subsequent Expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(ii) **Depreciation**

The depreciable amount for assets is the cost of an asset or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment of the Company has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Act, except in

respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on independent technical evaluation and management's assessment thereof, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc

Useful life is taken as per Schedule II of Companies Act, 2013.

Depreciation method, useful live and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (disposals) is provided on a pro-rata basis, i.e. from (up to) the date on which asset is ready for use (disposed of).

- **Intangible Assets**

- (i) **Recognition and Measurement:**

Intangible assets are carried at cost less accumulated amortisation and impairment losses if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Expenditure on research and development eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use

- (ii) **Subsequent Expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

- (iii) **Amortization**

Intangible assets are amortised over their estimated useful life on Straight Line Method

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

- **Non-current assets held for sale**

Assets are classified as held for sale and stated at the lower of carrying amount and fair value fewer costs to sell if the asset is available for immediate sale and its sale is highly probable. Such assets or group of assets are presented separately in the Balance Sheet as "Assets Classified as Held for Sale". Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

- **Impairment of assets**

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- i) an intangible asset that is not yet available for use; and
- ii) an intangible asset that is having an indefinite useful life.

If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset. The recoverable amount is the greater of the net selling price and their value in use. The value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In the case of revalued assets, such reversal is not recognised.

- **Foreign Currency Transactions**

Transactions in foreign currency are recorded at the approximate exchange rate prevailing on the date of transactions. Foreign currency monetary assets and monetary liabilities not covered by forwarding exchange contracts are translated at year-end exchange rates and profit and loss so determined and realised exchange gains/losses are recognised in purchase proceed of imports. The company has made PROFIT due to Foreign Exchange Fluctuations (Purchase proceeds of imports) amounting to Rs. 25,95,060 during the year.

- **Government Grants and Subsidies**

The company recognises the Government grants only when there is reasonable assurance that:

- a) The enterprise will comply with the conditions attached to them and
- b) The grant will be received.

During the year, the company has not received any grant/subsidy.

- **Provisions and Contingent Liabilities**

A provision is recognised when the Company has a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made

- **Borrowing costs**

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

Borrowing costs, allocated to qualifying assets, about the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are recognised as an expense in the period which they are incurred.

- **Earnings per share**

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

- **Insurance claims:**

Insurance claims are accounted for by claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection

- **Goods and Services tax input credit:**

Goods and Services tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilising the credits

- **Segment reporting:**

The Company operates in one reportable business segment, i.e. "Manufacturing of Plastic Pipes". Hence as per Ind AS 108, disclosures of the segment is not applicable to it.

- **Taxes on Income**

Provision for current income taxes is made on taxable income at the rate applicable to the relevant assessment year. Deferred taxes are recognised for future tax consequences attributable to timings difference between the financial statements, determination of income and their recognition for tax purpose. The effect on deferred tax assets and liabilities of a change in tax rates is recognised for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in Profit and Loss Account using the tax rates and tax laws that have been enacted or substantively enacted by balance sheet date.

Deferred tax assets are recognised and carried forward only to the extent that there is a virtual certainty of realisation of such assets. Considering this, the company has applied for provision for deferred tax.

CITIZEN INFOLINE LIMITED

411, Sakar - II, Ellisbridge Corner, Ashram Road, Ahmedabad-380 006.

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	53,973,000	53,973,000
(b) Reserves and Surplus	2	(5,899,734)	(6,033,406)
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	863,147	1,192,591
(b) Deferred Tax Liabilities (Net)		409,179	445,598
(c) Other Long Term Liabilities			
(d) Long Term Provisions	4	594,690	783,195
(4) Current Liabilities			
(a) Short-Term Borrowings	5	1,061,902	3,397,106
(b) Trade Payables	6	1,508,495	1,596,491
(c) Other Current Liabilities	7	367,624	470,418
(d) Short-Term Provisions	8	1,490,492	1,166,913
Total Equity & Liabilities		54,368,795	56,991,906
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	9		
(i) Gross Block		15,276,528	26,961,371
(ii) Depreciation		5,333,984	14,312,007
(iii) Net Block		9,942,544	12,649,364
(b) Non-current investments	10	9,373,060	4,423,200
(c) Deferred tax assets (net)			-
(d) Long term loans and advances	11	32,133,183	37,330,531
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	12	1,582,482	1,619,832
(d) Cash and cash equivalents	13	371,154	478,127
(e) Short-term loans and advances	14	966,372	490,852
(f) Other current assets		-	-
Total Assets		54,368,795	56,991,906

NOTES TO ACCOUNTS

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

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

For, Manthan M Shah & Associates
Chartered Accountants

For, Citizen Infoline Limited

Manthan Shah
Proprietor
Membership No. : 150534
Firm Reg. No.: 145136W

Omprakash Jain Ravindra Jain
Managing Director Director
DIN : 00171365 DIN : 00412684

Place : Ahmedabad
Date : 30 May 2018

Alpa Mehta
Chief Finance Officer
Place : Ahmedabad
Date : 30 May 2018

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

CITIZEN INFOLINE LIMITED

411, Sakar - II, Ellisbridge Corner, Ashram Road, Ahmedabad-380 006.

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018

Sr. No	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
	<u>Incomes:</u>		₹	₹
I	Revenue from operations	15	28,782,229	33,895,680
II	Other Income	16	4,350,400	4,785,976
III	Total Revenue (I + II)		33,132,629	38,681,656
IV	<u>Expenses:</u>			
	Employee Benefit Expense	17	21,199,304	18,049,742
	Financial Costs	18	481,698	492,457
	Depreciation and Amortization Expense	19	3,374,086	3,687,103
	Other Administrative Expenses	20	7,979,973	16,732,429
	Total Expenses (IV)		33,035,061	38,961,731
V	Profit before exceptional and extraordinary items and tax	(III - IV)	97,568	(280,075)
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		97,568	(280,075)
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		97,568	(280,075)
X	<u>Tax expense:</u>			
	(1) Current tax		(315)	-
	(2) Deferred tax		36,419	(626,466)
	(3) Income Tax Short/Excess Provision of Earlier Year		-	-
XI	Profit(Loss) from the period from continuing operations	(IX-X)	133,672	346,391
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		133,672	346,391
XVI	Earning per equity share:			
	(1) Basic		0.02	0.06
	(2) Diluted		0.02	0.06

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement
This is the Profit & Loss Statement referred to in our Report of even date.

For, Manthan M Shah & Associates
Chartered Accountants

For, Citizen Infoline Limited

Manthan Shah
Proprietor
Membership No. : 150534
Firm Reg. No.: 145136W

Omprakash Jain
Managing Director
DIN : 00171365

Ravindra Jain
Director
DIN: 00412684

Alpa Mehta
Chief Finance Officer
Place : Ahmedabad
Date : 30 May 2018

Place : Ahmedabad
Date : 30 May 2018

CITIZEN INFOLINE LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

NOTE : 1(a) Share Capital

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	AUTHORIZED CAPITAL 1,45,00,000 Equity Shares of Rs. 10/- each.	145,000,000	145,000,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL <i>To the Subscribers of the Memorandum</i> 3224500 Equity Shares of Rs.10/- each fully paid up Equity shares issued other than cash consideration 2172800 Equity shares has been issued to transferor company against 2:1 as per the order of High court of Gujarat	53,973,000	53,973,000
	Total in ₹	53,973,000	53,973,000

(b) Reconciliation of the number of Shares Outstanding

Particulars	Current Year	Previous Year
Equity Shares Outstanding at the Beginning of Year (Nos)	5,397,300	5,397,300
Equity Shares Outstanding at the Beginning of Year (Rs.)	-	-
Add: Shares Issued in the Year	-	-
Equity Shares Outstanding at the End of Year (Nos)	5,397,300	5,397,300
Equity Shares Outstanding at the End of Year (Rs.)	53,973,000	53,973,000

2) Shareholder's Holding more than 5% shares of the Company

Name of Share Holder	As on March 2018	
	Nos	%
- Mr. Omprakash L. Jain	776,200	14.38%
- Mr. Harsh O. Jain	764,495	14.16%
- Mrs. Ugmadevi O. Jain	702,500	13.02%
- Mr. Ravindra O. Jain	671,000	12.43%
	2,914,195	53.99%
Name of Share Holder	As on March 2017	
	Nos	%
- Mr. Omprakash L. Jain	776,200	14.38%
- Mr. Harsh O. Jain	764,495	14.16%
- Mrs. Ugmadevi O. Jain	702,500	13.02%
- Mr. Ravindra O. Jain	671,000	12.43%
	2,914,195	53.99%

NOTE : 2 Reserve & Surplus

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	(6,033,406)	(5,973,034)
	Less: fixed asset tr to Genral Reserve as per new schedule II	-	-
	Less: Goodwill W/off	0	0
	Less: Adjustment of Employees Benefit	0	(406,763)
	Add: Profit for the period	133,672	346,391
	Total in ₹	(5,899,734)	(6,033,406)

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

NOTE : 3 Long Term Borrowings

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	HDFC Bank		
	-Secured Against CIAZ Car	420,028	609,758
	-Secured Against BALENO Car	443,119	582,833
	Total in ₹	863,147	1,192,591

NOTE : 4 Long Term Provision

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Gratuity Payable	594,690	783,195
2	Leave Encashment	-	-
	Total in ₹	594,690	783,195

NOTE : 5 Short Term Borrowings

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	<u>Loan Repayable on Demand</u>		
	- From Bank (CC - HDFC)	1,061,902	3,397,106
	Total in ₹	1,061,902	3,397,106

NOTE : 6 Trades Payable

Sr. No	Particulars	₹	
		Current Year	Previous Year
	Sundry Creditors for Services	1,508,495	1,596,491
	Total in ₹	1,508,495	1,596,491

NOTE : 7 Other Current Liabilities

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Bank Loan Payable with in year (Secured against Car of Company)	329,442	299,302
2	Current liabilities for expenses	0	100,287
3	Professional tax Payable	12,600	11,560
4	TDS on Commission, advertisement, consultancy, contract, rent	18,332	15,759
5	TDS on Salary	7,250	14,000
6	Other Advances	-	29,510
	Total in ₹	367,624	470,418

NOTE : 8 Short Term Provisions

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	<u>Provision For Employees Benefit</u>		
	EPF Payable	68,822	63,940
	Bonus Payable	217,620	307,765
	ESIC Payable	28,960	24,614
	Leave Encashment	229,303	197,566
	Gratuity Payable	129,364	155,776
	GST Payable	421,755	-
2	<u>Others</u>		
	Auditor's Remuneration Payable	50,000	50,000
	Service tax & Cess Payable	-	147,755
	Expenses Payable	344,668	219,497
	Total in ₹	1,490,492	1,166,913

CITIZEN INFOLINE LIMITED
Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

NOTE : 9 Fixed Asset

I. Fixed Assets at Ahmedabad

Sr. No	Particulars	Gross Block						Depreciation			Net Block		
		Value at the beginning	W.off as per co's act 2013	Addition during the year more than 180 days	Deduction during the year	Value at the end	Value at the beginning	W.off as per co's act 2013	Addition during the year	Deduction during the year for reserve	Value at the end	WDV as on 31.03.2018	WDV as on 31.03.2017
I	Tangible Assets												
1	Air Conditioner	383,650	-	-	76,250	307,400	220,090	-	61,480	76,250	102,080	163,560	
2	Computer	7,678,387	-	545,500	6,512,928	1,710,959	5,880,938	-	1,590,795	6,512,928	752,154	1,797,449	
3	EPABX	350,000	-	-	-	350,000	70,000	-	70,000	-	210,000	280,000	
4	Furnitures & Fixtures	7,106,100	-	-	5,625,498	1,480,602	5,999,938	-	793,155	5,625,498	313,007	1,106,162	
5	Office Equipment	92,325	-	79,000	92,325	79,000	88,276	-	19,848	92,325	63,201	4,049	
6	Motor Cycle	100,550	-	-	45,110	55,440	57,618	-	9,668	45,110	33,264	42,932	
8	Office Building	5,667,139	-	-	-	5,667,139	1,152,708	-	93,478	-	4,420,953	4,514,431	
9	Car CIAZ	947,337	-	-	-	947,337	189,468	-	94,734	-	663,135	757,869	
10	Telephone Instruments	102,988	-	42,768	-	145,756	41,198	-	29,151	-	75,407	61,790	
11	Car Baleno	834,854	-	-	-	834,854	83,485	-	83,485	-	667,884	751,369	
	SUB TOTAL (A)	23,263,330	-	667,268	12,352,111	11,578,487	13,783,719	-	2,845,794	12,352,111	7,301,085	9,479,611	
II	Intangible Assets												
	IPR in Data	3,698,041	-	-	-	3,698,041	528,291	-	528,291	-	2,641,459	3,169,750	
	SUB TOTAL (B)	3,698,041	-	-	-	3,698,041	528,291	-	528,291	-	2,641,459	3,169,750	
III	Capital Work-in-progress												
	SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-	-	
IV	Intangible Assets Under Development												
	SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-	-	
	Total [A + B + C + D]	26,961,371	-	667,268	12,352,111	15,276,528	14,312,010	-	3,374,085	12,352,111	9,942,544	12,649,361	
	(Previous Year)	20,916,864	-	6,774,854	730,347	26,961,371	11,130,395	-	3,687,103	505,491	12,649,364	9,786,469	

CITIZEN INFOLINE LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

NOTE : 10 Non Current Investment

Sr. No	Particulars	₹	
		Current Year	Previous Year
	Trade investments(Unquoted)(Long-term)		11,000
	2200 of Rs. 10/- each fully paid up in Mercantile Venture Limited		
	300 of Rs. 10/- each fully paid up in Mideast integrated steels Limited	600	600
	171 of Rs. 10/- each fully paid up in Mardia Samyoung Capillary Tubes Co Limited	140	140
	14 of Rs. 10/- each fully paid up in Tolani Shipping Company Limited	-	140
	160 of Rs. 10/- each fully paid up in Suprajit Engineers	2,000	2,000
	30 of Rs. 10/- each fully paid up in Steel Exchange India Limited	2,010	2,010
	310 of Rs. 10/- each fully paid up in NEPC Agro Foods Limited	310	310
	300 of Rs. 10/- each fully paid up in PIX Transmissions Limited	3,000	3,000
	400 of Rs. 10/- each fully paid up in Tulsyan NEC Limited	4,000	4,000
	In Others		
	350000 Equity shares of Rs. 10/- each fully paid up in Opera Exports Pvt. Ltd	4,400,000	4,400,000
	110000 Equity shares of Rs. 10/- each fully paid up with a premium of Rs.35/- each in Citizen Solar Pvt. Ltd.	4,950,000	-
	Total in ₹	9,373,060	4,423,200

NOTE : 11 Long Term Loans and Advances

Sr. No	Particulars	₹	
		Current Year	Previous Year
I)	Security Deposit		
	a) Secured, Considered Good :		
	Earnest Money Deposit		
	Other Deposit	225,000	320,219
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	Loans & Advances to related parties	-	-
IV)	Other Loans & Advances	31,908,183	37,010,312
	Total in ₹	32,133,183	37,330,531

NOTE : 12 Trade Recievables

Sr. No	Particulars	₹	
		Current Year	Previous Year
	Sundry Debtors for services	1,582,482	1,619,832
	Other Debtors	-	-
	Total in ₹	1,582,482	1,619,832

NOTE : 13 Cash & Cash Equivalent

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Cash-in-Hand		
	Cash Balance	113,960	121,399
	Sub Total (A)	113,960	121,399
2	Bank Balance		
	With Schedule Bank	257,194	356,728
	Sub Total (B)	257,194	356,728
3	Cheques on Hand		
	(C)	-	-
	Total [A + B + C]	371,154	478,127

NOTE :14 Short Terms Loans and Advances

Sr. No	Particulars	₹	
		Current Year	Previous Year
	Advance Recoverable in cash or in kind or for value to be considered good		
	Advance Income Tax/Refund Due	966,372	490,852
	Total in ₹	966,372	490,852

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

NOTE : 19 Depreciation & Amortised Cost

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Depreciation	2,845,794	3,158,812
2	Amortization	528,292	528,291
	Total in ₹	3,374,086	3,687,103

NOTE : 20 Other Administrative Expenses

Sr. No	Particulars	₹	
		Current Year	Previous Year
1	Advertisement & Publicity	1,282,414	1,455,002
2	Auditors Remuneration	50,000	50,000
3	Commision & Brokerage Expenses	-	24,000
4	Computer Maintenace	51,086	117,086
5	Consultant fees Expenses	276,521	170,348
6	Data Purchase Expenses	1,691,883	4,126,173
7	Electricity Expenses	381,973	353,303
8	General Expenses	191,137	282,867
9	Insurance Expenses	99,076	77,175
10	Internet Expenses	324,970	336,443
11	Kasar vatav expenses	30	2,599
12	Krishi Kalyan Cess	9,385	15,209
13	Legal Fees	50,050	11,930
14	Loss on Sale of Assets	-	20,856
15	Municipal Tax	89,122	96,738
16	Newspaper & periodical expenses	16,743	14,323
17	Office Equipment and Maintenance Expenses	281,039	294,069
18	Office Rent Expenses	724,048	804,480
19	Postage & Courier	78,425	96,278
20	Petrol & Maintenance Expenses	94,946	61,892
21	Professional Tax	7,950	7,950
22	Share R & T. fees	77,088	84,730
23	Stock exchange listing fees	315,000	265,000
24	Software & software service charges Expenses	467,387	589,350
25	Staff Welfare and pantry Expenses	332,693	290,224
26	Stationery & Printing Expenses	282,390	284,887
27	Swachh Bharat Cess	9,379	18,943
28	Telephone Expenses	377,057	411,583
29	Telephone Inst & Accs. Expenses	27,681	2,990
30	Travelling Expenses	63,431	107,397
31	Yellow Pages Directory and Other Expenses	24,689	5,529,617
32	Web site development Expenses	302,380	728,987
	Total in ₹	7,979,973	16,732,429

NOTE : 20.1 Auditor Remunerations

Sr. No	Particulars	₹	
		Current Year	Previous Year
	For Audit Fees	50,000	50,000
	For Any Other	-	-
	Total in ₹	50,000	50,000

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

CITIZEN INFOLINE LIMITED
Cash flow Statement for Year Ended on 31 March 2018

(Amount in Rs.)

	Particulars	For 31-Mar-18	For 31-Mar-18	For 31-Mar-17	For 31-Mar-17
A	Cash flow From Operating Activities	₹	₹	₹	₹
	Net Profit/(Loss) Before Tax and Adjustments		97,568		(280,075)
	Add:				
	Depreciation Provision	3,374,086		3,687,103	
	Financial Expenses	481,698		492,457	
	Profit/Loss On sale of Assets	-		20,856	
	Profit on sale of Investment	-		(100,000)	
	Adjustment for Employee Benefit	(440,967)	3,414,817	(406,763)	3,693,653
	Operating Profit Before Working Capital changes				
	(Increase) / Decrease in Inventories	-		-	
	(Increase) / Decrease in Debtors	37,350		(395,879)	
	(Increase) / Decrease in Loans & Advances	5,197,348		1,769,056	
	Increase / (Decrease) in Current Liabilities	(55,716)	5,178,982	1,348,625	2,721,802
	Cash Flow from Operations Before Tax		8,691,367		6,135,380
	Less:				
	Tax Paid		(34,726)		40,754
	Cash Flow from Operations (A)		8,656,641		6,176,134
B	Cash Flow From Investing Activities				
	Sale/Purchase of Investments	(4,950,000)		550,000	
	Dividend income	-		-	
	Purchase of Fixed Assets	(667,268)		(6,774,854)	
	Sale of Fixed Assets	(5,617,268)		(6,224,854)	204,000
	Cash flow From investment Activities (B)		(5,617,268)		(6,020,854)
C	Cash Flow From Financing Activities				
	Increase/ (Decrease) In Secured loans	(2,664,648)		351,959	
	Increase/ (Decrease) In Paid up capital	-	(2,664,648)	-	351,959
	Financial Expenses		(481,698)		(492,457)
	Cash flow From Financing Activities(C)		(3,146,346)		(140,498)
	Total Cash Flow of year		(106,973)		14,782
	Add: Opening Balance of Cash & Cash Equivalent		478,127		463,345
	Closing Balance of Cash & Equivalent		371,154		478,127

As per our report of even date

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For, Manthan M Shah & Associates

For, Citizen Infoline Limited

Chartered Accountants

Manthan Shah
Proprietor
Membership No. : 150534
Firm Reg. No.: 145136W

Omprakash Jain
Managing Director
DIN : 00171365

Ravindra Jain
Director
DIN: 00412684

Alpa Mehta
Chief Finance Officer
Place : Ahmedabad
Date : 30 May 2018

Place : Ahmedabad
Date : 30 May 2018

27. SIGNIFICANT ACCOUNTING ASSUMPTIONS

The preparations of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and accompanying disclosures including disclosures of contingent liabilities. Uncertainty about these assumptions may result in an outcome that requires a material adjustment to the carrying amount of assets or liabilities affected in a future period. The estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and assumptions are reviewed on the ongoing basis. The revision to accounting estimates is recognised in the year in which the estimates are revised and in any future affected.

A) ESTIMATES AND ASSUMPTION

The key assumptions that concerning the future and other key sources of estimation on reporting date, which may cause a material adjustment to the carrying amount of assets and liabilities within the next financial year, are listed below. The company based its estimates and assumptions on parameters available when financial statements are made. Existing circumstances and assumptions about future circumstances may change due to market change or circumstances arising beyond the control of the company.

(i) Useful lives of property, plant and Equipment

The company reviews the useful life of its property, plant and equipment at the end of each reporting period.

(ii) Defined Benefit Plans

The cost of defined benefit gratuity plan and other post-employment and the present value of the gratuity obligations are determined using actuarial valuations. An actuary makes assumptions which may differ from the actual developments in the future. These include the determination of discount rate, future salary increase, mortality rate. Due to the complexity of the valuations, a defined benefit obligation is highly sensitive changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables of India. Future salary and gratuity increase are based on expected future inflation rates in India.

Details of Gratuity valuations are given in Note 17.

(iii) Provision for inventories

Provision is made in the financial statements for slow and non-moving inventories based on estimate regarding their usability.

(iv) Impairment of Trade Receivables

To measure lifetime expected credit loss allowances of trade receivables, the company has used practical expedient as permitted under Ind AS 109. The expected credit loss allowance is made on a provision matrix based on experience and adjusted for forward-looking information.

(v) Impairment of other financial assets

The impairment of loss of other financial assets is based on an assumption about the risk of default coupled with past experiences and information about the future.

(vi) Employee Benefit

(a) Defined Contribution Plans

1. Provident Fund/Employee's Pension Fund
2. Employee's State Insurance

The company has recognised following expense has been recognised in the Profit and Loss account.

Particulars	2017-18 (Rs)	2016-17 (Rs)
Employer's Contribution to PF/Pension Fund	455,948	371,082
Employer's Contribution to ESI	286,813	165,070

(b) Defined Benefit Plan

Gratuity (Included in Employee Benefit-cost in Note 20 of the financial statement)

Gratuity is payable to all eligible employees as provisions of Payment of Gratuity Act, 1972. The benefit will be paid at the time of separation as per the tenure of employment and salary of the employee.

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date.

		2017-18		2016-17	
		Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
(I)	Reconciliation of opening and closing balances of the Defined Benefit obligation				
	Defined Benefit Obligation at the beginning of the year	827,192	197,567	406,764	31,433
	Current Service Cost	119,183	196,657	420,429	166,134
	Interest Cost	51,117	14,205	0.00	0.00
	Actuarial (gain)/loss	(40,935)	(179,126)	0.00	0.00
	Benefit Paid	(232,502)	0.00	0.00	0.00
	Defined Benefit obligation at year-end	724,054	229,303	827,192	197,567
(II)	Reconciliation of opening and closing balances of the fair value of Plan Assets				
	The fair value of Plan Assets at the beginning of the year	0.00	0.00	0.00	0.00
	The expected return on plan assets	0.00	0.00	0.00	0.00
	Expense Deducted from the fund	0.00	0.00	0.00	0.00
	Actuarial (gain)/loss	0.00	0.00	0.00	0.00
	Employer Contribution	232,502	0.00	0.00	0.00
	Benefit Paid	(232,502)	0.00	0.00	0.00
	Fair Value of plan assets at year-end	0.00	0.00	0.00	0.00
Actual return on plan assets	0.00	0.00	0.00	0.00	
(III)	Reconciliation of fair value of assets and obligations				
	The fair value of plan assets as at Balance Sheet date	0.00	0.00	0.00	0.00
	The present value of obligation as at Balance Sheet date	724,054	229,303	827,192	197,567
	Amount recognised in Balance Sheet	724,054 (Liability)	229,303 (Liability)	827,192 (Liability)	197,567 Liability
(IV)	Expenses recognised during the year				
	Current Service Cost	119,183	196,657	420,429	166,134
	Interest Cost	51,117	14,205	0.00	0.00
	The expected return on plan assets	0.00	0.00	0.00	0.00
	Net Actuarial gain/(loss)	(40,935)	(179,126)	406,764	31,432
	Total charge to p&L	129,365	31,736	827,193	197,566
(V)	Actuarial Assumptions				
	Mortality Table (LIC)	Indian Assured Life Mortality (2006-08)		Indian Assured Life Mortality (2006-08)	
	Discount rate(per annum)	7.19%		7.63%	
	The expected rate of return on plan assets(per annum)	0.00%		7.63%	
	The rate of escalation in salary(per annum)	6.00%		6.00%	
Attrition Rate	5.00%		5.00%		
	The Company is expected to contribute to gratuity in the next period	0.00		0.00	

28. Related Party Disclosure

A. List Related Parties and Relations

1. Subsidiaries, Fellow Subsidiaries and Associates

- Citizen Exports Private Limited
- Citizen Solar Private Limited

• Key Management Personnel

- Omprakash L. Jain
- Harsh O. Jain
- Ravindra O. Jain
- Kasturi R. Jain

CITIZEN INFOLINE LIMITED **24TH ANNUAL REPORT 2017-2018**

2. List of Relatives of Key Managerial Personnel and Enterprise over which Key Management Personnel and their relative excessive significant influence with whom transaction have taken place during the year

- Opera Exports Pvt. Ltd.
- K. Lite Fashions Pvt. Ltd.
- S.T. Enterprise
- Technotrends Marketing Pvt. Ltd.
- Citizen Exports Private Limited
- Citizen Solar Private Limited

B. Transactions with Related Parties: - (Rupees in Lakhs)

Particulars	Subsidiaries, Fellow Subsidiaries and Associates		Key Management Personnel		List of Relatives of Key Managerial Personnel and Enterprise	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Purchase of Goods	0.00	0.00	0.00	0.00	0.00	0.00
Sale of service	0.00	0.00	0.00	0.00	0.00	0.00
Receiving of services	0.00	0.00	22.80	22.80	0.00	0.00
Finance Charges (including loans and equity contribution in cash or kind given)	0.00	0.00	0.00	0.00	0.00	0.00
Interest Received	0.00	0.00	0.00	0.00	6.52	0.00
Finance (including loans given)	0.00	0.00	0.00	0.00	61.00	20.00
Any Other	0.00	0.00	0.00	0.00	0.00	0.00

29) Earnings Per Share

Basic Earnings per Share (EPS) are disclosed in the profit and loss account. There are no Diluted Earnings per Share as there are no dilutive potential equity shares.

Particulars	This year	Last Year
Earning Available for share holders (Rs)	1,33,672	3,46,391
Weighted average of Equity Shares	53,97,300	53,97,300
Basic & diluted EPS	0.02	0.06
The face value of a share	Rs.10/-	Rs.10/-

30) FAIR VALUE DISCLOSURES

(A) The Carrying value and fair value of financial assets/liability by each category are as follows

The notes referred to above form an integral part of Accounts. (Rs. in Lakhs)

Particulars	Carrying amount of financial assets/liabilities		Fair Value of the financial assets/ liabilities	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Financial assets/liabilities at amortised cost				
1. Non-Current				
Deposits	321.33	373.33	321.33	373.33
Other financial assets	93.73	44.23	93.73	44.23
2. Current Assets				
Trade and Other Receivables	15.82	16.20	15.82	16.20
Cash and Cash Equivalents	3.71	4.8	3.71	4.8
Loans and Advances	9.66	4.91	9.66	4.91
Other financial assets	0.00	0.00	0.00	0.00
Financial Liabilities at Amortized Cost				
1. Current				
Trade Payables	15.08	15.96	15.08	15.96
Other Financial Liabilities	14.30	38.68	14.30	38.68
2. Non-Current				
Other Financial Assets/liability	8.63	11.93	8.63	11.93

31) There is no contingent liability outstanding on 31 March 2018 and 31 March 2017.

32) Financial risk management:

The Company has exposure to the following risks arising from financial instruments: -

- Credit risk;
- Liquidity risk;
- Market risk

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework about the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

a) **Credit risk:**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. Trade receivables The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also influences credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business

Summary of Companies Exposure to the credit risk as follows. (Rs.)

Particulars	At	At
	31st March 2018	31st March 2017
Past dues not impaired	0.00	0.00
Not past dues not impaired	15,82,482	16,19,832
Total in	15,82,482	16,19,832

Expected credit loss assessment The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgment.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue

Cash and cash equivalents

As at the year end, the Company held cash and cash equivalents of Rs. 371,154 /- (previous year Rs. 478,127/-).

The cash equivalents are held with banks.

Other financial assets

Other financial assets are neither past due nor impaired.

b) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company enjoys an overdraft limit from the bank.

The Company invests its surplus funds in bank fixed deposit which carry no/low mark to market risks. The Company monitors funding options available in the debt and capital markets to maintaining financial flexibility.

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Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreements.

The details of contractual maturities of significant liabilities as of 31 March 2018 follow.

Amount (Rs.)

Particulars	Carrying Amount	Less than one year	1-3 years	3-5 years	More than five years	Total
Trade Payable (See Note 6)	15,08,495	15,08,495	0.00	0.00	0.00	15,08,495
Other Current Financial Liabilities (See Note 7)	14,29,526	14,29,526	0.00	0.00	0.00	14,29,526
Total	29,38,021	29,38,021	0.00	0.00	0.00	29,38,021

c) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long-term debt. We are exposed to market risk primarily related to interest rate change. However, it does not constitute a significant risk. Hence, the sensitive analysis is not given

(i) Currency risk

The Company is exposed to currency risk on account of its operations with other countries. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate in the future. However, the overall impact of foreign currency risk on the financial statement is not significant.

Exposure to Currency risk Following is the currency profile of non-derivative financial assets and financial liabilities:

Particulars	Amount as on 31.03.2018 (\$)	Amount as on 31.03.2017 (\$)
Financial Assets		
Cash and Cash Equivalents	Nil	Nil
Trade Receivables	Nil	Nil
Other Current Assets	Nil	Nil
Total	Nil	Nil
Financial Liabilities		
Trade Payables	Nil	Nil
Current Borrowings	Nil	Nil
Other current financial liabilities	Nil	Nil
Net Exposure	Nil	Nil

Sensitivity analysis

A possible strengthening (weakening) of the Indian Rupee against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular, interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit (Loss) for		Profit (Loss) for	
	FY 2017-18		FY 2016-17	
1% Movement	Strengthening	Weakening	Strengthening	Weakening
USD	Nil	Nil	Nil	Nil

d) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. The fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing financial assets or borrowings because of fluctuations in the interest rates if such assets/borrowings are measured at fair value through profit or loss. The cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing borrowings will fluctuate because of fluctuations in the interest rates. Exposure to interest rate risk Company's interest rate risk arises from borrowings and finance lease obligations. The interest rate profile of the Company's interest-bearing borrowings is as follows:

Particulars	As on 31.03.2018	As on 31.03.2017
Non-Current Borrowings		
– Fixed Rate Borrowings	Nil	Nil
– Variable Rate Borrowings	863,147	11,92,591
Current Borrowings		
– Fixed Rate Borrowings	Nil	Nil
– Variable Rate Borrowings	10,61,902	33,97,106
Total	19,25,049	45,89,697

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Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant.

Particulars	Profit (Loss) for		Profit (Loss) for	
	FY 2017-18		FY 2016-17	
100 bps Movement	Increase	Decrease	Increase	Decrease
Variable Rate Borrowings	(19,250)	19,250	(45,897)	45,897

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(e) Commodity rate risk

The Company's operating activities involve the provision of services. Hence, it is not exposed to the commodity risk.

33) CAPITAL MANAGEMENT

For the Company's capital management, capital includes issued capital and all other equity capital and all other equity reserves attributable to the equity holders of the company. The primary objective of the capital policy of the company to safeguard the Company's ability to remain a going concern and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions, annual operating plans and long-term and other strategic investment plans. To maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to the shareholders, return capital to shareholders or issue new shares. The current capital structure is through equity with no financing through borrowings. The company is not subject to any externally imposed capital requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended on 31 March 2018 and 31 March 2017.

34) RECENT ACCOUNTING PRONOUNCEMENTS

Ind AS 115 Revenue from Contract with Customers: In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115 'Revenue from Contracts with Customers' (New Revenue Standard), which replaces Ind AS 11 'Construction Contracts' and Ind AS 18 'Revenue'. The core principle of the New Revenue Standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Some of the key changes introduced by the New Revenue Standard include additional guidance for multiple-element arrangements, measurement approaches for variable consideration, specific guidance for licensing of intellectual property. Significant additional disclosures about revenue are also prescribed. The New Revenue Standard also provides two broad alternative transition options – Retrospective Method and Cumulative Effect Method – with certain practical expedients available under the Retrospective Method. The Company is in the process of evaluating the impact of the New Revenue Standard on the present and future arrangements and shall determine the appropriate transition option once the said evaluation has been completed. Also Appendix B to Ind AS 21, foreign currency transactions and advance consideration was notified along with the same notification which clarifies the date of the transaction for determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The Company has evaluated the effect of these on the financial statements, and the impact is not expected to be material. The amendments will come into force from April 1, 2018

As per our report of even date attached.

For, **MANTHAN M SHAH & ASSOCIATES** FOR AND ON BEHALF OF THE BOARD OF DIRECTOR

Chartered Accountants

(Manthan Shah)
Partner
Firm Reg. no. 145136W
Membership No: 150534

(Omprakash Jain)
Managing Director
DIN: 00171365

(Ravindra Jain)
Director
DIN: 00412684

Place : Ahmedabad
Date : 30/05/2018

Place : Ahmedabad
Date : 30/05/2018

From :
CITIZEN
INFOLINE LIMITED

411, Sakar-II, Ellisbridge,
Ashram Road, Ahmedabad-380006.

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TO,