CIN: U74999UP2016PLC084473

Registered Office: PawanPuri, Muradnagar, Distt. Ghaziabad, Uttar Pradesh-201 206 (India) Email-Spaceincubatrics@gmail.com, Website-www.spaceincubatrics.com, Ph-0123-2261288

Date: 06.09.2019

Dy. General Manager (Listing)
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code-541890 Scrip ID-SPACEINCUBA

Sub: Submission of Annual Report along with Notice of 3<sup>rd</sup> Annual General Meeting to be held on 28<sup>th</sup> September, 2019.

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Annual Report of the Company for the Financial Year 2018-19 along with Notice convening the 3rd Annual General Meeting (AGM) of the Company schedule to be held on Saturday, the 28th day of September, 2019 at 1:00 P.M. at Pawan Puri, Muradnagar, Ghaziabad-201206 (U.P.). The Annual Report and Notice of AGM are available on the Company's website at www.spaceincubatrics.com.

This is for your information & record.

Thanking You,

Yours faithfully,

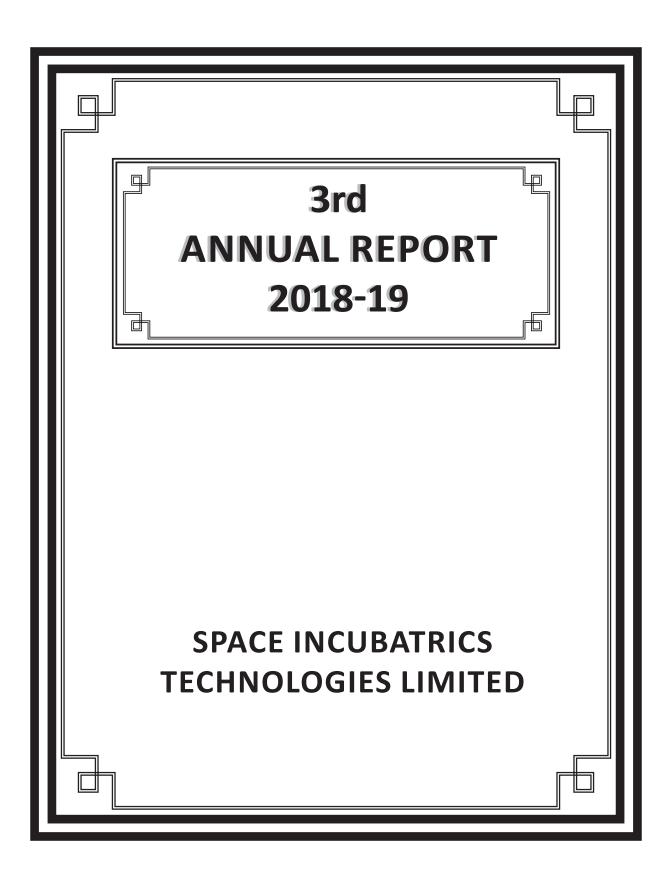
For Space Incubatrics Technologies Limited

(Khushbu Singhal)

Company Secretary & Compliance Officer

Mem. No- A25992

Encl: as above



### **BOARD OF DIRECTORS**

Nishant Mittal Managing Director
Mahesh Chand Mittal\* Whole Time Director
Mamta Garg Independent Director
Dhan Pal Jain Independent Director

Vinesh Mittal\*\*\*\* Chairman & Independent Director

Suman Mittal\*\* Chairman Director
LallanTripathi\*\*\* Independent Director

# **AUDIT COMMITTEE**

Mamta Garg Chairman Mahesh Chand Mittal Member DhanPal Jain Member

# **NOMINATION & REMUNERATION COMMITTEE**

Dhan Pal Jain Chairman
Mamta Garg Member
Vinesh Mittal Member

### STAKEHOLDER RELATIONSHIP COMMITTEE

Dhan Pal Jain Chairman Mamta Garg Member Mahesh Chand Mittal Member

### **COMPANY SECRETARY & CFO**

Mahesh Chand Mittal CFC

Khushbu Singhal Company Secretary

\*Appointment of Mahesh Chand Mittal w.e.f.30.03.2019

\*\*Resignation of Suman Mittal w.e.f.30.03.2019

\*\*\*Cessation of Lallan Tripathi w.e.f. 27.09.2018

\*\*\*\* Appointment of Vinesh Mittal w.e.f. 01.04.2019

# STATUTORY AUDITOR:

M/S V.S. Gupta & CO.

**Chartered Accountants** 

### SECRETARIAL AUDITOR

**DEEEPIKA GUPTA** 

**Company Secretary** 

# 03RDANNUAL GENERAL MEETING

Date: 28th September, 2019

Time: 01:00P.M.

Place: PawanPuri, Muradnagar-201206

Distt. Ghaziabad, (U.P.)

### REGISTERED AND SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD Beetal House, 99, Mandangir,3<sup>rd</sup> Floor, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062,Tel: 011-29961281,29961282 Fax:29961284 Email: beetalrta@gmail.com

### **BANKERS**

IDBI Bank Modinagar

### **REGISTERED OFFICE**

PawanPuri, Muradnagar -201206

Distt: Ghaziabad (U.P)

CIN:U74999UP2016PLC084473

### **LISTED AT**

**BSE Limited** 

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### SPACE INCUBATRICS TECHNOLOGIES LIMITED

Regd. Office: PawanPuri, Muradnagar, Ghaziabad UP -201206 CIN: U74999UP2016PLC084473

E-mail- spaceincubatrics@gmail.com, Web: www.spaceincubatrics.com, Phone No: 01232- 261288

### NOTICE

To, The Members,

Notice is hereby given that the 03<sup>rd</sup>Annual General Meeting of the Company will be held at the registered office of the Company at PawanPuri, Muradnagar, Ghaziabad-201206 on Saturday, the 28<sup>th</sup> day of September, 2019 at 1:00 P.M. to transact the following businesses:

#### ORDINARY BUSINESS:

- To receive, consider & adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the reports of the Board of Directors' and the Auditors' thereon.
- 2. To appoint a Director in place of Mr.Dhan Pal Jain (DIN:07514659), who retires by rotation, and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

3. Appointment of Mr. Mahesh Chand Mittal (DIN: 00284866) as a Director of the Company

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT, Mr. Mahesh Chand Mittal (DIN: 00284866), be and is hereby appointed as Director of Company liable to retire by rotation."

"RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of members be and is hereby accorded to appoint Mr. Mahesh Chand Mittal (DIN: 00284866), Director of the Company, to continue to hold office of Director of the Company even after attaining the age of 75 years."

4. Appointment of Mr. Mahesh Chand Mittal (DIN: 00284866) As Whole Time Director and Chief Financial Officer

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT,** pursuant to the provisions of Sections 196, 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable statutory provisions of the Companies Act, 2013, and regulation 17(1A) of SEBI (LODR) Regulation, 2015, (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, consent of the shareholders be and is hereby accorded to the appointment of Mr. Mahesh Chand Mittal(DIN: 00284866) as Whole Time Director & Chief Financial Officer for a period of five years with effect from 30<sup>th</sup>March, 2019 to 29<sup>th</sup>March, 2024, of the Company, liable to retire by rotation and, who will attain the age of 70 years on 25<sup>th</sup> September, 2022, to continue to hold office of Whole Time Director & Chief Financial Officer even after attaining the age of 70 yearson the following terms and conditions:-

Salary & Perquisites: Rs. 40,00,000 P.A.

However, the retirement benefits namely Gratuity, Leave Encashment Benefits, Provident Fund, Superannuation Fund etc. shall not be counted as perquisites to the extent these are exempted under Income Tax Act, 1961."

5. Appointment of Mr. Vinesh Mittal (Din: 00284896) As Director and Independent Director of the Company

To consider and, if thought fit to pass the following resolution as an Ordinary Resolution;

"RESOLVED THAT, Mr. Vinesh Mittal (DIN: 00284896), who was appointed as Additional Director of the Company w.e.f. 01.04.2019 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act") be and is hereby appointed as Director of Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), and on the basis of recommendation of Nomination and Remuneration Committee approval of the members of the company be and is hereby granted for the appointment of Mr. Vinesh Mittal (DIN: 00284896), who has submitted a declaration that he meets the criteria of

independence as provided in Section 149(6) of the Companies Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) and who is eligible for appointment, be and is hereby appointed as an Independent Director (for First term) of the Company, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 01.04.2019 to 31.03.2024."

### 6. Alteration In The Objects Clause Of The Memorandum Of Association Of The Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder, consent of the members of the Company be and is hereby accorded for alteration of Clause No. III A i.e. Objects Clause of the Memorandum of Association ("MOA") of the Company in the following manner:

The existing Objects mentioned in Sub-Clause No 1 to 11 be deleted and the following new objects numbering 1 to 8 as detailed below be added.

- To carry on the business of manufacturers, buyers, sellers, exporters, importers and dealers in all kind and class of yarn, including cotton, woolen, synthetic yarn spinning and mercerizing thereof.
- 2. To manufacture, export, import, produce or prepare and deal in business of threads, yarn, wool, clothing, knitwear of all kinds, spinning, twisting, doubling, weaving, combing, darling, packing, bleaching, dyeing, colouring, printing and manufacturing, marketing, trading, import, export of readymade garments and threads.
- 3. To carry on the business of generation of all and every types of renewable energy from various resources such as solar, wind, hydro, biomass/bio-fuels, waste of human as well as animals and other resources like hydrogen etc. for distribution and transmission of said energy to each and every type of cities, towns, streets, docks, markets theatres, building, industries and places both private and public and to Government and semi government Companies and Corporations.
- 4. To carry on the business of providing each and every type of consultancy work pertaining to all aspects of generation e.g solar, wind, hydro, biomass/bio-fuels. Waste of human as well as animals and other resources like hydrogen etc.,laying down and installation of turbines for cooling, heating and power Generation in the Industrial Premises.
- 5. To carry on the business of electrical engineers, contractors, traders, manufactures, suppliers of and dealers in electrical and power field appliances, cables, wire lines, insulators, accumulators, conductors, transformers, meters, electric sub stations and to generate, accumulate, transmit, distribute and supply electricity and for that purpose to develop, reconstruct, erect, build, repair, demolish, remodel, improve building structure, land, space etc., and deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, transmission, supply, accumulation and employment of electricity; and to carry on all or any of the business of engineers, machinists, tool markers, wire drawers, electric lamp and bulb manufactures of all kinds, shapes, voltages, wattages in their various applications, design in existence today or to be invented hereinafter and manufactures of all types of electronic devices in vogue today or to be invented hereinafter.
- 6. To manufacture, produce, assemble, sell, export, import, deal in and trade in all types of equipment, machinery, systems and subsystems used in the generation, transmission and distribution of electricity and power plant.
- 7. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
- 8. To established and maintain an education institution for providing and imparting education of all kinds including management, technical, scientific, research laborites, literary, commercial and other general disciplines and also other specialized education and vocational courses and fields.
  - "RESOLVED FURTHER THAT the Board of Directors including any Committee, thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary proper and expedient desirable including the power to sub-delegate in order to give effect to this resolution and for the matter connected herewith for incidental hereto."

### 7. Alteration of Articles of Association of The Company Pursuant To The Companies Act, 2013

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

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modifications and re-enactment thereof from time to time ("the Act"), the Articles of Association of the company be and are hereby altered in the manner set out herein below:

The Existing Article No 192 be deleted and replaced with the following article:

192. "A Managing Director or Joint Managing Director subject to the provisions contained in Article 184 shall while he continues to hold that office be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of

Directors or the number of Directors to retire but he shall, subject to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the Directors of the Company, and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be Managing Director."

**"FURTHER RESOLVED THAT,** Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

By Order of the Board For Space Incubatrics Technologies Limited

Khushbu Singhal Company Secretary and Compliance Officer M. No. A25992 Residential Address: Vijay Handloom Fabrics, Vijay Mandi, Muradnagar, Ghaziabad, U.P. 201206

Place: Muradnagar Date: 29th August, 2019

#### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY I.E FORM MGT 11, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES / BODIES CORPORATES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. A BLANK FORM MGT-11 IS ATTACHED WITH THIS NOTICE.
- 2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 4. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with this notice of the AGM at the Meeting
- 5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
- 6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item No. 3, 4, 5, 6 & 7 of the accompanying notice is annexed hereto.
- 8. Additional information pursuant to Regulation 26(4) &36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause1.2.5 of Secretarial Standard 2 in respect of Director seeking appointment/re-appointments enclosed as Annexure to this notice
- 9. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting of the Company.
- 10. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the Annual General Meeting, to enable the Company to keep the information ready.
- 11. Members are requested to:
  - a. Bring their copy of the annual report for the meeting and duly filled Attendance Slip enclosed herewith along with a valid identity proof such as the PAN Card, Passport, AADHAR Card, or Driving License to attend the meeting.
  - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd.Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi- 110062, India.

- c. Quote their DP ID No. /Client ID No. or Folio Number in all their correspondence.
- 12. The Annual Report for 2018-19 along with the Notice of Annual General Meeting, Attendance Slip and Proxy Form is being sent by electronic mode to all the shareholders who have registered their email ids with the Depository Participants/ Registrar and Share Transfer Agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the Annual Report 2018-19 along with the Notice of Annual General Meeting, Attendance Slip and Proxy Form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.spaceincubatrics.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. spaceinvestors.2018@gmail.com.
- 13. All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.
- 14. Pursuant to Section 101 and 136 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success
- 15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- **16.** SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- 17. Pursuant to the directions of the SEBI, trading in the shares of your Company is de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates for de-materialization through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA
- **18.** Members who hold shares in physical form in multiple folios in identical names or join holding in same order of names are requested to send share certificates to Beetal Financial & Computer Services (P) Ltd., for consolidation into single folio.
- 19. The Route Map along with prominent land mark for easy location of the 3<sup>rd</sup>Annual General Meeting venue is printed on the last page of the Annual Report.

### 20. Facility for Voting:

In Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Instructions for e-voting are given below.

Shareholders can also cast their vote electronically using CDSL's Mobile App 'M-Voting' available for Android, I Phone and Windows based mobiles. The M-Voting app can be downloaded from Google Play Store, App store and the Windows Phone Store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.

### The instructions for shareholders voting electronically are as under:

- i) The Voting period begins on 25<sup>th</sup> September, 2019 (10.00 AM) and ends on 27<sup>th</sup> September, 2019 (05.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<ul> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address label.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly to the selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant 'SPACE INCUBATRICS TECHNOLOGIES LIMITED' on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote electronically using CDSL's Mobile App 'M-Voting' available for Android, I Phone and Windows based mobiles. The M-Voting app can be downloaded from Google Play Store, App store and the Windows Phone Store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non-Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www. evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21.09.2019 may follow the same instructions as mentioned above for e-Voting.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 21. The Company has appointed Mr. R.S. Bhatia, practicing Company Secretary, as the "Scrutinizer" to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have any access to e-voting process) in fair and transparent manner.
- 22. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of e-Voting period, unblock the votes in the presence of at least 2 witnesses not in employment of the company and make a Scrutinizer's Report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 23 Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.spaceincubatrics.com and on the website on CDSL within two days of passing the resolution at 03<sup>rd</sup>Annual General Meeting of the Company on 28<sup>th</sup> September, 2019 and will be communicated to BSE Limited where the shares of the company are listed.
- 24. To Prevent Fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
- 25. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- 26. As SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form, the members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their shares certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Company's RTA.

# REQUEST TO THE MEMBERS

- 1. Members are requested to bring their attendance slip.
- Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates to the Company Secretary or to the Registrar and Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd for consolidation of such folios into one to facilitate better services.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

# **ITEM NO. 3 & 4**

The Board of Directors of the Company (the 'Board'), at its meeting held on 30.03.2019 has, appointed Mr. Mahesh Chand Mittal (DIN: 00284866) as Additional Director to hold office upto the date of this Annual General Meeting. The Nomination and remuneration Committee (NRC) in its meeting has recommended the appointment of Mr. Mahesh Chand Mittal as a regular Director on the Board of the Company and also recommended to the shareholders that he be appointed and should be allowed to continue as a director of the company even after attaining the age of 75 years. Mr. Mahesh Chand Mittal will attain the age of 75 years on 26-09-2027, hence, the special resolution is placed before the shareholders in order to comply with SEBI(LODR) Regulation, 2015.

### \* BRIEF PROFILE OF Mr. MAHESH CHAND MITTAL

Mr. Mahesh Chand Mittal is 67 years old. He is a B.E (Electrical) and joined the company since its incorporation as a promoter director in 2016. He has very rich experience in various fields. He has been responsible for liaison and finance of the company and thus helps build a strong base and backbone of the company

The Board of Directors of the Company (the 'Board'), at its meeting held on 30<sup>th</sup> March 2019 has, on the recommendation of NRC, subject to the approval of members, appointed Mr. Mahesh Chand Mittal (DIN: 00284866) as Whole-Time Director for a period of 5 (Five) years i.e. 30<sup>th</sup> March 2019 to 29<sup>th</sup>March, 2024, who will attain the age of more than 70 years, on Rs. 40,00,000/- P.A. remuneration. However, the benefits namely Gratuity, Leave Encashment Benefits, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961."

Pursuant to the provision of Sections 152, 196, 197, 203, schedule V of the companies act read with companies Managerial rules, regulation 17, 17(1A) of the SEBI (LODR) Regulation 2015, as amended from time to time, Board recommends the members' approval for the appointment of Mr. Mahesh Chand Mittal (DIN: 00284866) as a Director and Whole-Time Director and remuneration paid to him.

Mr. Mahesh Chand Mittal (DIN: 00284866) will attain the age of 70 years on 25.09.2022. Therefore Board recommend passing of Special Resolution to continue to hold office of Whole time Director and CFO even after attaining the age of 70 years.

#### MINIMUM REMUNERATION:-

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of Mr. Mahesh Chand Mittal (DIN: 00284866) as WTD, the company has either no profits or the profits are inadequate, the company will pay to him Rs. 40,00,000/- P.A. remuneration by way of salary, perquisites as specified above.

Mr. Mahesh Chand Mittal (DIN: 00284866) is the promoter director of the company associated with the company since incorporation. The Board is of the opinion that Mr. Mahesh Chand Mittal's (DIN: 00284866) rich and diverse experience is valuable asset to the company which adds value and his experience/ enriched point of view in all aspects of the company's working and decision making at during Board discussion. He is also a person of integrity who possesses required expertise and his association as a director and WTD will be beneficial to the company.

A brief profile of Mr. Mahesh Chand Mittal (DIN: 00284866) along with the required particulars is given at the end of the statement. Further Mr. Mahesh Chand Mittal (DIN: 00284866) has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Whole-Time Director in terms of schedule V of the act. Mr. Mahesh Chand Mittal (DIN: 00284866) has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20<sup>th</sup> June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

# Above shall be treated as a abstract for the purpose of Section of 190

General Information as required pursuant to the provisions of Schedule V is as under:-

### I. GENERAL INFORMATION:

- (1) Nature of Industry: Presently the Company is engaged in Consultancy Service.
- (2) Date or expected date of commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance (Amount in Lacs)

Financial Results	2018-19	2017-18
Total Revenue	72.62	7.10
Total expenses	40.09	2.09
Profit before Tax	32.53	5.01
Less: Current Tax	8.46	1.29
Profit/(Loss) for the period	24.07	3.72
Earning Per Equity Share		
1. Basic	0.07	0.01
2. Diluted	0.00	0.00

- (5) Export performance and net foreign exchange collaborations: Nil
- (6) Foreign investments or collaborators if any: N. A.

### II. INFORMATION ABOUT Mr. MAHESH CHAND MITTAL

(1) Background details:

Mr. Mahesh Chand Mittal is 67 years old. He is a B.E (Electrical) and joined the company since its incorporation as a promoter director in 2016. He has very rich experience in various fields. He has been responsible for liaison and finance of the company and thus helps build a strong base and backbone of the company

- (2) Past remuneration:: NIL
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability

Mr. Mahesh Chand Mittal has very rich experience in various fields. He has been responsible for liaison and finance of the company. Keeping in view the background of Mr. Mahesh Chand Mittal, he is best suitable for the job.

- (5) Remuneration proposed: As explained in resolution no.4 of this notice.
- (6) Comparative remuneration profile with respect to industry.
  - The proposed remuneration is in line with the remuneration in the industry.
- (7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.

  Mr. Mahesh Chand Mittal is the promoter and director of the company. He directly holds 28.62.066 Equity Shares of

Mr. Mahesh Chand Mittal is the promoter and director of the company. He directly holds 28,62,066 Equity Shares of the company.

### III. OTHER INFORMATION

- Reasons of loss or inadequate profits: N.A.
- 2. Steps taken proposed to be taken for improvement: NIL
- 3. Expected increase in productivity and profits in measurable terms:

It is expected that the profitability of the company would be more in future.

### IV. OTHER INFORMATION & DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Mr. Mahesh Chand Mittal in Item no.4 of the notice of this Annual General Meeting.

Compliance of regulation 17 (1A) OF SEBI (LODR) Reg 2015

### Nature of concern / interest as per provision of section 102 of Companies act 2013

None of the Directors and Key Managerial personnel of the Company except Mr. Mahesh Chand Mittal himself and Mr. Nishant Mittal, being relatives, are may be deemed to be concerned or interested in the resolution to the extent of payment of remuneration to be paid to Mr. Mahesh Chand Mittal, Whole-Time Director of the Company.

His appointment shall be subject to retire by rotation as provided in the Act but he shall be eligible for re-appointment.

Shareholders are requested to please to confirm / approve the appointment as a director and Whole-Time Director& CFO and remuneration payable to Mr. Mahesh Chand Mittalas mentioned in relevant item no. 4 of the notice.

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015 regarding Item No. 5.

Name	Mr. Mahesh Chand Mittal
Designation	Whole Time Director & CFO
Date of Birth	26-09-1952
Date of first appointment	He is associated as director since incorporation of the company
Qualification	B.E (Electrical)
Experience	He has very rich experience of higher Management in various fields since 1988.
Profile	Mr. Mahesh Chand Mittal is on this post since incorporation and has wide experience in field of Finance management.
Directorship held in other Companies	1
Directorship held in Listed entities (other than Space Incubatrics Technologies Limited)	1
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee)*	2
Numbers of shares held in the Company as on 31.03.2019	2862066
No. of Board Meeting attended during the year	1 out of 6
Terms & Conditions of Appointment	NIL
Past Remuneration	NIL
Relationship with other Directors	Father of Mr. Nishan Mittal , MD of the Company

<sup>\*</sup> Only Committees which are necessary under the Companies Act, 2013 have been considered for this purpose.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mahesh Chand Mittal under Section 190 of the Companies Act, 2013. Details as required under SS-2 are also given in corporate Governance report.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members.

### **ITEM NO. 5**

Mr. Vinesh Mittal (DIN: 0284896), was appointed as an Additional Director of the Company and also Non-Executive Independent Director on the Board of the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17 of the SEBI (LODR), 2015 to hold office as an Independent Director of the Company from 1st April, 2019 upto the conclusion of the Annual General Meeting of the company to be held in the calendar year 2019.

The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Vinesh Mittal for appointment as a regular director.

The Nomination and remuneration Committee (NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Vinesh Mittal as an Independent Director for a period of Five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. While recommending the appointment of Mr. Vinesh Mittal the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company,etc.

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to appoint Mr. Vinesh Mittal as an Independent director not liable to retire by rotation at the forth coming annual general meeting.

A brief profile of Mr. Vinesh Mittal along with the required particulars is given at the end of the statement. Further Mr. Vinesh Mittal has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Director. Mr. Vinesh Mittal has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20<sup>th</sup> June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

Mr. Vinesh Mittal has given his consent to be reappointed as an Independent Director and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR.

In the opinion of Board Mr. Vinesh Mittal fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR.

The company has received a notice in writing under the provisions of Section 160 of the act from a member proposing the candidature of Mr. Vinesh Mittal for appointment as a regular director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Vinesh Mittal as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Vinesh Mittalwould be beneficial to the Company.

Except Mr. Vinesh Mittal himself, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this item.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

The members are requested to consider and approve the above Ordinary Resolution.

Information about the appointees as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015 regarding Item No. 5.

Name	Mr. Vinesh Mittal	
Designation	Independent Director	
Date of Birth	08-08-1961	
Date of first appointment	01-04-2019	
Qualification	Under Graduate	
Experience	In service as Higher Management of a Firm since last 25 years.	
Profile	He is an Under Graduate and has been associated with a firm since last 25 years.	
Directorship held in other Companies	NIL	
Directorship held in Listed entities (other than Space Incubatrics Tecchnologies Limited)	NIL	

Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	NIL
Numbers of shares held in the Company as on 31.03.2019	NIL
No. of Board Meeting attended during the year	NIL (Appointment w.e.f. 01.04.2019)
Terms & Conditions of re-appointment	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment of Mr. Vinesh Mittal as an Independent Director to hold office for a term of 5 (Five) consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.
Past Remuneration	NIL
Relationship with other Directors	None
Committee Positions	NIL (Appointment w.e.f. 01.04.2019)*

<sup>\*</sup> Only Committees which are necessary under the Companies Act, 2013 have been considered for this purpose.

In opinion of the Board Mr. Vinesh Mittal fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Vinesh Mittal has also given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of Companies Act 2013 read with schedule IV of the act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vinesh Mittal under Section 149 of the Companies Act, 2013. Details as required under SS-2 are also given in corporate Governance report.

The Directors recommends the resolution for approval of the Shareholders.

### Item No 6

Your management has proposes to alter the object clause of the Memorandum of Association ("MOA") of the Company. As the Company intends to adopt new line of business activities therefore Board proposes to change the Object Clause of "MOA".

None of the directors are personally interested in the resolution. The recommends passing of Special Resolution.

### Item No 7

The existing Article No 192 of Articles of Association of the Company provides that the Managing Director, while he remain in the office of Managing Director, shall not be liable to retire by rotation. However it is resolved that the said Articles amended to make the Managing Director liable to retire by rotation while he remain in the office of Managing Director to have flexibility in making the composition of the Board in line with the requirement of the Company Law as well as SEBI(LODR),2015.

As per provision of section 13 of the Companies Act ,2013 for carrying out any changes/ amendment in MOA shareholders approval by way of SR is required.

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 6 of the Notice for adoption of new set of Articles of Association of the company.

None of the Directors/Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

(Pursuant to Regulation 26(4) & 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2).

Name of the Director	Mrs. Mamta Garg	Mr. Mahesh Chand Mittal	Mr. Vinesh Mittal
Director Identification Number (Din)	01405394	00284866	00284896
Date of Birth	03-03-1965	26-09-1952	08-08-1961
Nationality	Indian	Indian	Indian
Qualifications	M.Sc.(Chem.), M.Phil., Ph.D.	B.E. (Electrical)	Under Graduate
Expertise in specific functional areas	15 years wide experience of teaching Graduate & Post Graduate classes.     Vast experience of general Management of Chemical Processing industries.	Total work Experience since 1988 in higher Management of the Company.	Around 25 years experience of Service in higher management.

Directorship held in Listed entities (other than Sybly Industries Limited)	Sybly Industries Ltd.	Sybly Industries Ltd.	NIL
Relationship with other Directors	NIL	Father of Mr.Nishant Mittal	NIL
List of the Directorship held in other Companies	SRG Propmart Pvt. Ltd.     Shardein Esports Ltd.     Sybly Industries Ltd.	Sybly Industries Ltd.	NIL
Number of shares held in the company	NIL	2862066	NIL
Membership of Committees of the Board (only listed entities) in which Chairmanship/ membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	2 Committees of the Company	2 Committees of the Company	NIL

By Order of the Board For Space Incubatrics Technologies Limited

Khushbu Singhal Company Secretary M. No. A25992 Residential Address: Vijay Handloom Fabrics, Vijay Mandi, Muradnagar, Ghaziabad, U.P. 201206

Place: Muradnagar Date: 29th August, 2019

# **BOARD'S REPORT**

To, The Members,

Space Incubatrics Technologies Limited,

Your Directors are pleased to present their 3<sup>rd</sup>Annual Report on the affairs of the Company for the financial year ended March 31<sup>st</sup>, 2019.

#### 1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year's figures, are given here under:-

(Audited) (Amount in Lakh)

Particulars	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Total Revenue	72.62	7.10
Total Expenses	40.09	2.09
Profit before Tax	32.53	5.01
Less : Current Tax	8.46	1.29
Profit/(Loss) for the period	24.07	3.72
Earning Per Equity Shares 1. Basic 2. Diluted	0.07 0.00	0.01 0.00

#### 2. FINANCIAL HIGHLIGHTS

During the period under review revenue of the Company increased from Rs. 7.10 Lakh to Rs.72.62 Lakh i.e. a increase of 90.22%. Further, the Net profit after Tax Increased from Rs. 3.72 Lakh to profit of Rs.24.07 Lakh resulting increased profit around 84.54%.

#### 3. DIVIDEND

In view of no sufficient appropriable profits, the directors regret their inability to recommend any dividend for the current year under the review.

### 4. STATE OF COMPANY'S AFFAIRS

The Company is incorporated to develop and or get developed Data Communications Services, Incubation Facilities, Training and Value Added Services in the field of app development. Software imports and exports with a special focus on Startup Units of the Software Industry. To provide software professionals all and every type of assistance to set up operations in convenient and inexpensive manner and to plan their investment and growth driven by business needs of mobile and internet industry. As your company couldnot achieve much in the line for which it was incorporated therefore your management soght of alternative ways. It now intends to start activity in the field of Textile Sector & Trading activities in all type of goods. Since the same cannot be start without obtaining approval of shareholders, suitable resolution has been proposed in the notice convening the AGM for the approval of the shareholders.

#### 5. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formulated a Nomination & Remuneration Policy on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is available on the website of the Company:

(http://spaceincubatrics.com/wp-content/uploads/2018/08/NRC\_Policy.pdf)

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination & Remuneration policy of the Company.

### 6. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as required under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressel) Act, 2013. The Company has constituted Internal Complaints Committee (ICC) Known as Prevention of Sexual Harassment (POSH) Committee to enquire in to complaints of Sexual Harassment and recommend appropriate action. There were no complaints received under the aforesaid policy during the year.

### 7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As the size of Company's activities presently is very small, it is not having an Internal Audit Department. As and when the activities will increase, the internal audit department will be strengthened.

#### 8. SHARE CAPITAL

The Authorised Share Capital of the Company as on March 31, 2019 stands at Rs. 42,00,00,070/- divided into 4,20,00,007 equity shares of Rs. 10/- each. The Paid up Equity Share Capital as at March 31, 2019 stood at Rs. 34,60,91,760/- divided into 3,46,09,176

equity shares of Rs. 10/- each and the Subscribed and Paid-up Share Capital is Rs. 34,60,91,760/- divided into 3,46,09,176 equity shares of Rs. 10/- each fully paid-up.

During the year under review, the Company has not issued any Equity share with differential voting rights nor has granted any Stock Options or Sweat Equity.

### 9. CORPORATE GOVERNANCE

Pursuant to the Listing Regulations, a separate section titled 'Corporate Governance' has been included in this Annual Report, along with the 'Management Discussion Analysis' and 'General Shareholder Information'.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for F.Y. 2018-19. A declaration to this effect signed by the Managing Director and Chief Financial Officer of the Company is included in this Annual Report.

The Managing Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as specified in the SEBI Listing Regulations, 2015.

As per Clause 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations Corporate Governance Report is annexed as **Annexure-A** as a part of this Report.

### 10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Management Discussion and Analysis Report is included in this Report as **Annexure-E.** 

### 11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has given no loan during the 2018-19 u/s 186.

### 12. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to Reserve.

#### 13. DEPOSITS

Your Company has neither accepted nor renewed any deposits during the year under review. There are no outstanding Deposits, but there was an outstanding loan of Rs. 31,147/- not including interest from the Promoter-Directors of the Company which is an exempted as deposit under Rule 2(c)(viii) of Companies (Acceptance of Deposit) Rules, 2014.

#### 14. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business during the financial year under review.

### 15. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, Sybly International FZE the subsidiary of your company didn't do any business. There are no other JV and associate company. Form **AOC-1** is attached with this report.

# 16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, there was no contracts/arrangements/transaction entered by the Company during the financial year with related parties. Therefore, **AOC-2** is not attached with this report.

### 17. MATERIAL CHANGES

No Material changes has occurred since the date of the Balance Sheet and the date of this report which has any adverse effect on the working of the Company.

### 18. GENERAL INFORMATION

Sweat Equity Shares, Employee Stock Option / Right Issue / Preferential Issue :-

The Company has neither come up with any Right Issue/ Preferential Issue, nor issued any Sweat Equity Shares and not provided any Stock Option Scheme to the employees during the period under review.

Significant and material orders passed by the regulators :-

No significant and material orders have been passed during the FY 2018-19 by the regulators or courts or tribunals affecting the going concern status and Company's operations in the future.

Material Changes & Commitments :-

No material changes and commitments have occurred, which can affect the financial position of the Company between the end of the FY and the date of this Report.

Change in Nature of business, if any :-

There is no change in the nature of business of the Company during the year under review

# 19. DISCLOSURE OF PARTICULARS IN RESPECT TO CONSERVATION OF ENERGY:

As the Company has not carried any manufacturing activity, therefore no information is required to be given. Therefore, **Form-A** is not attached with this report.

### 20. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors duly met 6 (Six) times during the financial year from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019. The dates on which the meetings were held are as follows:

26th April, 2018, 17th Aug, 2018, 15th October, 2018, 14th November, 2018, 14th February, 2019 and 30th March, 2019.

### 21. CHANGES IN THE COMPOSITION OF BOARD OF DIRECTORS

During the Financial year under review, there were changes in the directorship of the company.

As per the Provisions of the Companies Act, 2013.

Mr. Mahesh Chand Mittal was appointed as an Additional Director of the Company w.e.f. 30.03.2019 till the ensuing Annual General Meeting. Your Director proposed to appoint Mr. Mahesh Chand Mittal as Whole Time Director and Chief Financial Officer.

Mr. Vinesh Mittal was appointed as an Additional Director of the Company w.e.f. 01.04.2019 till the ensuing Annual General Meeting. Your Director proposed to appoint Mr. Vinesh Mittal as Independent Director of the company.

Mrs. Suman Mittal resigned as an Additional Director of the Company w.e.f. 30.03.2019.

### **KEY MANAGERIAL PERSONNEL**

Mrs. KhushbuSinghal appointed as Company Secretary & Compliance Officer of the Company w.e.f. 30.03.2019

### 22. COMMITTEES OF THEBOARD

There was committee constituted during the period 2018-19.

1. Audit Committee

The Composition of the Audit Committee is as under:

S. No.	Name	Designation	Nature of Directorship
1.	Mr. Dhan Pal Jain	Chairman	Independent (Non Executive)
2.	Mrs. Mamta Garg	Member	Independent (Non Executive)
3.	*Mr. Mahesh Chand Mittal	Member	Non-Independent (Executive)
4.	**Mr. Lallan Tripathi	Chairman	Independent (Non Executive)
5.	*** Mrs. Suman Mittal	Member	Promoter, Non-Executive & Non- Independent Director

<sup>\*</sup>Appointed to be member on 30.03.2019

# 2. Nomination & Remuneration Committee

The Composition of the Nomination & Remuneration Committee is as under:

S. No.	Name	Designation	Nature of Directorship
1.	Mr. Dhan Pal Jain	Chairman	Independent (Non Executive)
2.	Mrs. Mamta Garg	Member	Independent (Non Executive)
3.	*Mr. Vinesh Mittal	Member	Independent (Non Executive)
4.	**Mr. Lallan Tripathi	Chairman	Independent (Non Executive)
5.	*** Mrs. Suman Mittal	Member	Promoter, Non-Executive & Non- Independent Director

<sup>\*</sup>Appointed to be Member w.e.f. 01.04.2019

# 3. Stakeholder Relationship Committee

The Composition of the Stakeholder Grievance Committee is as under:

S. No.	Name	Designation	Nature of Directorship
1.	Mr. Dhan Pal Jain	Chairman	Independent (Non Executive)
2.	Mrs. Mamta Garg	Member	Independent (Non Executive)
3.	*Mr. Mahesh Chand Mittal	Member	Non-Independent (Executive)
4.	**Mr. Lallan Tripathi	Chairman	Independent (Non Executive)
5.	*** Mrs. Suman Mittal	Member	Promoter, Non-Executive & Non- Independent Director

<sup>\*</sup>Appointed to be Member w.e.f. 30.03.2019

<sup>\*\*</sup>Ceased to be member on 27.09.2018

<sup>\*\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*</sup>Ceased to be member on 27.09.2018

<sup>\*\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*</sup>Ceased to be member on 27.09.2018

<sup>\*\*\*</sup>Ceased to be member on 30.03.2019

### 23. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Directors confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same:
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'Going Concern' basis;
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and are operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 24. STATUTORY AUDITORS AND AUDITOR'S REPORT

#### Auditors

The shareholders of the Company at last AGM held on 29.09.2017 had appointed M/s V.S. Gupta & Co., Chartered Accountants, having FRN No. 00724C based at 200, Western Kutchery Road, Meerut-250001, as the Statutory Auditors of the Company for an initial term of 5 years from te conclusion of the 1<sup>st</sup> annual general meeting until the conclusion of 6<sup>th</sup> annual general meeting be held in 2022.

#### Auditor's report

There is no adverse qualification/remark in the Auditor's Report.

### 25. SECRETARIAL AUDITORS & AUDITOR'S REPORT

As at the end of the year 31.03.2019 neither the company was a listed company & nor the turnover was within the ambit of Section-204 read with rule 9 of the Companies Act, 2013. Therefore, Secretarial Audit Report has been obtained. annexed to this report as Annexure 'B'

### 26. EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, an extract of Annual Return in Form No. MGT-9, is appended as **Annexure-C** and forms an integral part of this Report.

#### 27. FORMAL ANNUAL EVALUATION

In compliance with the provisions of the Act and the SEBI (LODR), 2015, a formal Annual performance evaluation of the Board, its Committees and individual directors, including the Independent Directors was carried out during the FY 2018-19.

The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

Furthermore, the Independent Directors at their exclusive meeting held during the year, reviewed the performance of the Board, its Chairman, and non-executive directors as stipulated under the Act and SEBI (LODR), 2015.

### 28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Since no manufacturing carried on therefore no Conservation of energy detail is given.

### 29. DISCLOSURES REQUIRED WITH RESPECT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 PARTICULARS OF EMPLOYEES:

The statement containing particulars of employees as required under section 197(12) of the Companies At, 2013 read with rule 5 of the Companies (Appointment of Managerial Personnel) Rules, 2014 is given in 'Annexure- D' and forms part of this Report.

# 30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the Going Concern status and company's operations in future.

#### 31. SHARES

### a. Buy back of securities

The Company has not bought back any of its securities during the year under review.

#### Sweat equity

The Company has not issued any Sweat Equity Shares during the year under review.

#### Bonus shares

No Bonus Shares were issued during the year under review.

### d. Issue of shares with differential voting rights

The Company has not issued any Shares with differential rights during the year under review.

### e. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

### 32. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more or a net profit of Rupees Five Crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

### 33. DECLARATION OF INDEPENDENT DIRECTOR

The Independent directors have submitted their disclosures to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board confirms that the Independent Directors meet the criteria as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Independent Directors on the Board of the Company serve as an Independent Director in more than Seven (7) Listed Companies nor holds the position of Whole Time Director in any Listed Company.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR), 2015, a separate meeting of the Independent Directors of the Company held during financial year.

### 34. ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Companyhas formulated a Vigil Mechanism Policy to encourage all employees and directors of the Company to report any unethical behavior, actual or suspected fraud or violation of the Code of the Company and to provide a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management. This policy is in line with the requirements of the provisions of the Section 177(9) of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Vigil Mechanism is available on the website of the Company:

http://spaceincubatrics.com/wp-content/uploads/2018/08/Whistle Blower Policy.pdf

### 35. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implements the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board, may threaten the existence of the Company.

These are discussed at the meeting of the Audit Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

# 36. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION &PROTECTIONFUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared.

### 37. ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

by Order of the Board For Space Incubatrics Technologies Limited

Sd/-(Nihsant Mittal) Managing Director

**DIN: 02766556** Residential Address:

Residential Address: Flat No.603, Tower-2, Orange County, AhinsaKhand -1, Near Aditya Cinemas, Indirapuram,Shipra Sun City, Ghaziabad, 201014, Uttar Pradesh

Date: 29th August, 2019 Place: Muradnagar

Annexure - A

### CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of standards which aims to provide the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the shareholders, the Creditors, the Government and the Society at large.

This report is in compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (hereinafter collectively referred to as 'Listing Regulations').

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it Shareholders ,Employees, Suppliers, Customers, Investors, Communities or Policy Makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to create enduring value for all.

#### **Board of Directors**

Our Composition of the board consists of 5 (Five) Directors of which 1 (one) being Managing Director, 1 (one) being Executive Non Independent Director and 3 (three) independent Directors. Our Managing Director belongs to the promoters/ promoter group category. The composition of the Board of Directors is governed under the provisions of the Companies Act, 2013 and Listing Regulations (Regulation 17 to Regulation 27 of the proposed Listing Regulations).

The composition of the Board and category of Directors along with Attendance Status at the Board meeting and AGM are as under:

Name	Category	Designation	No. of Board Meetings Attended	No. of Membership in boards of other Companies	Attendance of each director at last AGM	Shareholding of Directors as on March 31, 2018
Mr. Mahesh Chand Mittal*	Promoter & Executive Director	Director	1	1	No	28,62,066
Mr. Nishant Mittal	Promoter & Executive Director	Managing Director	6	1	Yes	7,73,254
Mrs. Mamta Garg	Non-Promoter &Independent Director	Independent Director	6	3	Yes	NIL
Mr. Dhan Pal Jain	Non-Promoter & Independent Director	Independent Director	5	1	No	NIL
Mr. Lallan Tripathi**	Non-Promoter , Non-executive & Independent Director	Independent Director	3	1	Yes	NIL
Mrs. Suman Mittal***	Chairman, Non- executive &Non- Independent Director	Chairman, Director	6	1	Yes	3923924
Mr. Vinesh Mittal****	Non-executive & Independent Director	Chairman	Nil	Nil	No	NIL

# Note:

### **Board Meetings**

During the financial year 2018-19 Six Board Meetings were held. These were held on 26.04.2018, 17.08.2018, 15.10.2018, 14.11.2018, 14.02.2019 & 30.03.2019. The Interval between two meetings was well within the maximum time mentioned under Section 173 of the Companies Act, 2013 & SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015. The intervening period between two meetings was well within the maximum time gap of 120 days.

# **Board Procedures**

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material

<sup>\*</sup>Appointment of Mr. Mahesh Chand Mittal w.e.f. 30.03.2019

<sup>\*\*</sup>Cessation of Mr. Lallan Tripathi w.e.f 27.09.2018

<sup>\*\*\*</sup>Mrs. Suman Mittal has resigned from the Board w.e.f. 30.03.2019

<sup>\*\*\*\*</sup>Appointment of Mr. Vinesh Mittal w.e.f. 01.04.2019

investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings in addition to the information required under Part A of Schedule II of sub Regulation 7 of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary.

### **Code of Conduct**

The Company has in place Code of Conduct (the Code) applicable to all the Directors & Senior Management. The Code is applicable to Directors & Senior Management to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Integrity and Excellence.

The Company has also placed a separate code for Independent Directors. It helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

A copy of these Codes has been put on the Company's website http://spaceincubatrics.com/wp-content/uploads/2018/08/COC\_Insider-Trading.pdf. The Codes has been circulated to Directors and Management Personnel and its compliance is affirmed by them annually.

### **Independent Directors**

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and meet with requirement of Regulation 25of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations were issued.

None of the Independent Directors on the Board of the Company serve as an Independent Director in more than Seven (7) Listed Companies nor holds the position of Whole Time Director in any Listed Company. Independent Directors of the Company have been appointed in accordance with the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules. Formal letters of appointment as per Schedule IV of the Act have been issued to the Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company. The weblink of same is given below:-

 $http://space incubatrics.com/wp-content/uploads/2018/08/Terms-Conditions\_Independent-Directors.pdf .$ 

### **Procedure/Guidelines for Appointment of Directors**

The Nomination and Remuneration Committee has been assigned with the responsibility of developing competency requirement for the Board which is based on the long term strategy of the Company and the competency/ skill set required for the Industry. The Committee evaluates the composition of the Board from time to time for gap analysis, if any, in accordance with the prevailing laws and makes its recommendation to the Board with respect to the appointment of new Director after reviewing the profiles of potential candidates. The Committee inter-alia considers the criteria of Independence, functional knowledge, domain expertise and the experience of the candidate in its selection process.

# MAXIMUM TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and the Listing Regulations.

### FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

The Company has issued formal letters of appointment to independent directors as provided in the Companies Act, 2013. The terms and conditions of appointment of independent directors are placed on the Company's website.

http://spaceincubatrics.com/wp-content/uploads/2018/08/Terms-Conditions\_Independent-Directors.pdf .

### PERFORMANCE EVALUATION

In terms of Section 178(2) of the Companies Act, 2013 read with rules framed thereunder and Regulation 17(10) read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee have evaluated the performance of each Director, Board and various Committees for the financial year ended 31st March, 2019. The evaluation of the performance of each Director was based on level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the company. The evaluation of the Performance of Board was based on Board Composition, experience & competencies, understanding of business and competitive environment, quality of discussions at the board meetings, time spent by the board on the Company's long term goals and strategies.

### FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company through its Managing Director/ Whole time Director/ Senior Managerial Personnel conducts programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.

The Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations is uploaded on the website of the Company and can be accessed through the following link:

http://spaceincubatrics.com/wp-content/uploads/2018/08/Familiarization Policy Independent Directors.pdf.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has a Board approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

This mechanism provides safeguards against victimisation of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organisation and has been put on the Company's websitehttp://spaceincubatrics.com/wpcontent/uploads/2018/08/Whistle Blower Policy.pdf.

During F.Y2018-19, none of the employees has been denied access to the Audit Committee under this policy.

#### **BOARD COMMITTEE**

The Board of directors has constituted Board committees to deal with specific areas and activities which concern the company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

### **AUDIT COMMITTEE**

### Constitution and composition:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 an audit committee comprising of three Directors has been constituted to perform all such power and functions as are required to be performed under the said provisions. There are three members of the Committee.

The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regard to the composition of the Audit Committee.

The Constitution of Audit Committee is as given below

Name of Member	Category
Mr.LallanTripathi*	Chairman, Independent (Non- Executive)
Mr. Dhanpal Jain	Chairman, Independent (Non-Executive)
Mrs. Mamta Garg	Independent (Non-Executive)
Mrs. Suman Mittal**	Non-Independent (Non-Executive)
Mr. Mahesh Chand Mittal***	Non-Independent (Executive)

<sup>\*</sup>Ceased to be member on 27.09.2018

#### Meetings & Attendance:

The Audit Committee met **4time** during the year ended **on 31<sup>st</sup> March, 2019**. The intervening period between two meetings was well within the maximum time gap of 120 days as prescribed under Listing Regulation norms.

<sup>\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*\*</sup>Appointed to be member on 30.03.2019

The attendance of each member in the Audit Committee is as given below:

Name of Member	Category	No. of Meeting Held	No. of Meeting Attended
Mr.LallanTripathi*	Chairman, Independent (Non- Executive)	4	1
Mr. Dhanpal Jain	Chairman, Independent (Non-Executive)	4	3
Mrs. Mamta Garg	Independent (Non-Executive)	4	4
Mrs. Suman Mittal**	Non-Independent (Non-Executive)	4	4
Mr. Mahesh Chand Mittal***	Non-Independent (Executive)	4	1

<sup>\*</sup>Ceased to be member on 27.09.2018

The Company Secretary acted as the Secretary to the Audit Committee.

#### Terms of Reference

### **Powers of Audit Committee:**

The Audit Committee shall have powers, which should include the following:

- 1. To investigate any activity within its terms of reference.
- 2. To seek information from any employee.
- 3. To obtain outside legal or other professional advice.
- 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### Role of Audit Committee:

The role of the Audit Committee shall include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to;
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- · Qualifications in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an Issue (Public Issue, Rights Issue, Preferential Issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or
  irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

<sup>\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*\*</sup>Appointed to be member on 30.03.2019

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Reviewing the following information:

### The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

### NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s)/KMPs.
- Reviewing the performance of the Managing / Whole-time Director/KMPs and recommending to the Board, the quantum of annual increments and annual commission.

# Composition:

The Board of Directors constituted a Nomination and Remuneration Committee comprising of majority of Independent Directors and all Non-Executive Director.

The Nomination and Remuneration Committee Composition is given below.

Name of Member	Designation
Mr. LallanTripathi*	Chairman, Non-Executive, Independent
Mr. Dhan Pal Jain	Chairman, Non-executive, Independent
Mrs. Suman Mittal**	Non-Independent (Non-Executive)
Mrs. Mamta Garg	Non–executive, Independent
Mr. Vinesh Mittal***	Non-executive, (Independent)

<sup>\*</sup>Ceased to be member on 27.09.2018

The Nomination and Remuneration Committee meetings were held on the following dates during the last financial year.

# 14th November, 2018 & 30th March, 2019.

The Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting Held	No. of Meeting Attended
Mr. LallanTripathi*	Chairman, Non-Executive, Independent	2	Nil
Mr. Dhan Pal Jain	Chairman, Non-executive, Independent	2	2
Mrs. Suman Mittal**	Non-Independent (Non-Executive)	2	2
Mrs. Mamta Garg	Non-executive, Independent	2	2
Mr. Vinesh Mittal***	Non-executive, (Independent)	2	Nil

<sup>\*</sup>Ceased to be member on 27.09.2018

<sup>\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*\*</sup> Appointed to be Member w.e.f. 01.04.2019

<sup>\*\*</sup>Ceased to be member on 30.03.2019

<sup>\*\*\*</sup> Appointed to be Member w.e.f. 01.04.2019

The function of the Nomination and Remuneration Committee includes recommendation of appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

### Remuneration of Director:

The company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

### REMUNERATION PAID TO THE EXECUTIVE DIRECTORS:

The details of Remuneration paid to the Chairman and Managing Director and Whole-Time Director for the financial year 2018-19 is given below:

Name	Salary (Rs. Lakh)	Commission on Profits	Total (Rs. Lakh)
Mr. Nishant Mittal	NIL	NIL	NIL
Mr. Mahesh Chand Mittal	8.00	NIL	8.00
Mrs. Suman Mittal	NIL	NIL	NIL

The tenure of office of the Managing Director is for five years from their respective dates of appointments.

The Company currently has no stock option plans for any of its directors.

During FY 2019, none of the directors were paid any performance-linked incentive.

In FY 2019, the Company did not advance loan to any of its directors.

### Pecuniary Relationship or Transactions of Non- Executive Directors

During FY2019, there were no pecuniary relationship and transactions of any non-executive directors with the Company.

### REMUNERATION PAID TO THE NON-EXECUTIVE DIRECTORS:

Sitting fee and commission on net profit to Non-Executive Directors:

Name of the Non-Executive Director	Sitting Fee	Commission	Total
Mr. LallanT ripathi*	NIL	NIL	NIL
Mr. Dhan Pal Jain	NIL	NIL	NIL
Mrs. Mamta Garg	NIL	NIL	NIL

<sup>\*</sup>Ceased to be member on 27.09.2018

### **Equity Shares held by the Directors:**

Except as stated hereunder, none of the directors, held any shares in the Company as on March 31, 2019:

Name of the Director	No. of Shares Held	% of Shareholding
Mr. Nishant Mittal	7,73,254	2.23
Mr. Mahesh Chand Mittal	28,62,066	8.27
Mrs.Suman Mittal	39,23,924	11.34
Mrs. Mamta Garg	NIL	NIL
Mr. Dhan Pal Jain	NIL	NIL
Mr. LallanTripathi*	NIL	NIL

<sup>\*</sup>Ceased to be member on 27.09.2018

The Company does not have any Stock Option Scheme for its employees.

### STAKEHOLDER RELATIONSIP COMMITTEE

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has a Stakeholder Relationship Committee. The Committee looks into the grievances of security holders including debenture holders and fixed deposit holders in addition to the equity shareholders of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

The Stakeholder Relationship Committee meetings were held on the following dates during the last financial year.

### 17th August, 2018 & 30th March, 2019.

The constitution of the Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting Held	No. of Meeting Attended
Mr. LallanTriphati*	Chairman, Non–executive, Independent	2	1
Mr.Dhanpal Jain	Chairman, Non-executive, Independent	2	1
Mrs. Mamta Garg	Non–executive, Independent	2	2
Mrs. Suman Mittal**	Non-Independent (Non-Executive)	2	2
Mr. Mahesh Chand Mittal***	Non-Independent (Executive)	2	1

<sup>\*</sup>Cessation of Mr. LallanTriphati w.e.f.27.09.2018

Mrs. Khushbu Singhal is also designated as the Company Secretary cum Compliance Officer the Company w.e.f. 30.03.2019.

#### RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

The Related party transactions Policy as approved by Board or recommendation of the Audit Committee is uploaded on the Company's website at the following weblink:

http://spaceincubatrics.com/wp-content/uploads/2018/08/Material Policy RPT.pdf.

The above policy is subject to change from time to time.

The policy meets the requirements of the SEBI Listing Regulations, 2015.

Your Company does not have any contracts or arrangement with its related parties under Section 188(1) of the Companies Act, 2013, which are not on arm's length basis or material in nature.

### MATERIALSUBSIDIARY

Policy for determining Material Subsidiaries is uploaded on the Company's website at the following weblink:

http://spaceincubatrics.com/wp-content/uploads/2018/08/Material\_Subsidiary\_Policy.pdf

Details of non-compliance by the listed entity, penalties, structures imposed on the listing entity by Stock Exchange(s) or the board or any statutory authority, or any matter related to capital market, during the last three year: **NIL** 

Disclosure of commodity price risks and commodity hedging activities: NIL

# SHARE TRANSFER AGENT

The Company has appointed the Beetal Financial & Computer Services Pvt. Ltd, as itsShare Transfer Agent w.e.f. 28.02.2018. All physical transfers, transmission, transposition, issue of duplicate share certificate/s, etc. as well as requests for dematerialization/rematerialisation are being processed atBeetal Financial & Computer Services Pvt. Ltd. The work related to dematerialisation/rematerialisation is handled by Beetal Financial & Computer Services Pvt. Ltd through its connectivity with National Securities Depository Limited and Central Depository Services (India) Limited.

### **COMPLIANCE OFFICER**

Mrs. Khushbu Singhal Company Secretary is the Compliance Officer and is complying with the requirements of the Listing Regulations with the Stock Exchange(s) and requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### COMPLAINTS FROM INVESTORS

No. of complaints pending at the beginning of the year	Nil
No. of complaints received by correspondence during the year ended 31.03.2019	Nil
No. of complaints received for Refund / Instrument correction during the year	Nil
No. of complaints received from BSE during the year	Nil
No. of complaints received from SEBI during the year	Nil

<sup>\*\*</sup>Resignation of Mrs. Suman Mittal w.e.f.30.03.2019

<sup>\*\*\*</sup>Appointment of Mr. Mahesh Chand Mittal 30.03.2019

No. of complaints resolved / replied during the year	Nil
No. of Investors complaints pending at the ending of the year 31.03.2019	Nil

We confirm that no complaint remained unattended / pending for more than 30 days.

There were no share transfers pending for registration for more than 15 days as on the said date.

### **GENERAL BODY MEETINGS**

### Annual General Meetings (AGM)

Date, Time & Venue	Matters for Special Resolution passed
29.09.2017, 11:00 A.M. at PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh - 201206	NIL
27.09.2018, 12:30 P.M. at PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh – 201206	Appointment of Mrs. Mamta Garg (DIN: 01405394) as an Independent Non-Executive Director of the Company.     Appointment of Mr. Nishant Mittal as Managing Director Appointment of Mrs. Suman Mittal as Director

No Postal Ballot was made during the year 2018-19

As the Company was incorporated on 29.06.2016 details of previous 2 AGM are given above.

#### Subsidiaries

M/s Sybly International FZE, Sharjah (UAE) is the materially wholly owned subsidiary of the Company.

The Member may refer for the financial statement of the subsidiary, which forms part of the Annual Report as required under the provisions of Section 129(3) of the Companies Act, 2013.

#### Disclosures

There are no materially significant related party transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives, etc.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no Statutory Audit qualification in this regard.

# **Means of Communication**

Quarterly/Half yearly report sent to each household of shareholders	No
Quarterly/Half Yearly/Yearly results of the Company normally published in	Financial Express (English) & Jansatta (Hindi)
Any website where financial results and official news displayed	www.bseindia.com www.spaceincubatrics.com
Whether any advertisement also displayed officials news releases And presentations made to Institutions or Investors/Analysts	No presentation made
Whether management discussions and analysis forms part of Annual Report	Yes
Whether shareholders information section forms part of Annual Report	Yes

### General Shareholders' Information

Scheduled AGM's Day, Date, Time & Venue	03 <sup>rd</sup> ANNUAL GENERAL MEETING 28 <sup>th</sup> September, 2019 Saturday
	01:00 P.M. PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh-201206
Dividend	As there are no sufficient appropriable profits, Your Board do not recommend any dividend for the financial year 2018-19.
Registered Office	PAWAN PURI, MURADNAGAR GHAZIABAD, Uttar Pradesh-201206 Ph. No.:01232-261288, Email id:spaceincubatrics@gmail.com

Listingof Equity Shares on Stock Exchanges and Payment of Listing Fee	BSE Limited  Annual Listing fee for the year 2018-19, has been paid by the Company to BSE Limited
Registrar & Transfers Agents	Mr. Punit Mittal General Manager Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi-110062 Telephone: 011-29961281, 29961282, Fax: 29961284 E-mail: beetalrta@gmail.com
Share Transfer System	Share Transfer in physical form can be lodged with <b>Beetal Financial &amp; Computer Services (P) Ltd</b> , at abovementioned address or at Registered office of the Company.
ISIN for Equity Shares	INE797Z01010
Scrip Code	541890

### **Stock Market Data**

Month	High	Low
April 18	-	-
May 18	-	-
June 18	-	-
July 18	-	-
August 18	-	-
September 18	4.45	3.12
October 18	2.97	1.04
November 18	1.02	0.86
December 18	0.85	0.68
January 19	0.67	0.59
February 19	0.68	0.53
March 19	0.64	0.49

Source: www.bseindia.com

# Shareholding pattern as on 31st March 2019:

	CATEGORY	NO. OF SHARE HELD	% OF SHAREHOLDING
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/Hindu Undivided Family	8335060	24.08
(b)	Bodies Corporate		
	Sub Total (A)(1)	8335060	24.08
2	Foreign	-	-
	Sub Total (A)(2)	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	8335060	24.08
(B)	Public Shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	-	-
(b)	Financial Institutions / Banks	-	-
	Sub Total (B)(1)	-	-

2	Non-Institutions		
(a)	Bodies Corporate	3788539	10.95
(b)	Individuals		
i.	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	9967833	28.80
ii.	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	9323264	26.94
(c)	Other		
i.	Non Resident Indians	415165	1.20
ii	Clearing Members	175133	0.51
iii	Hindu Undivided Family	2604182	7.52
	Sub Total (B)(2)		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	26274116	75.92
(C)	TOTAL (A)+ (B)	34609176	100.00
	Shares held by Custodians and against which depository Receipts have been issued	-	-
	GRAND TOTAL (A)+(B)+(C)	34609176	100.00

### **Compliance Certificate of the Auditors**

The Company Secretary in Practice have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and the same is annexed to the Directors' Report and Management Discussion and Analysis.

The Certificate from the Company Secretary in Practice is attached with the Annual Report of the Company.

#### Certification

A Certificate from Company Secretary in Practice has been received stating that none of the Director on the board of the Company have been debarred or disqualified from being appointed or continuing as a director of the companies by the Board /Ministry of Corporate Affairs or any such Statutory Authority.

### **Dematerialisation of Shares and Liquidity**

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has enlisted its shares with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL). 99.88% of the Company's Paid up Equity Shares Capital are in the dematerialised form as on 31st March, 2019.

# Plants Locations:

PawanPuri, Muradnagar-201206

Distt.-Ghaziabad, Uttar Pradesh (India)

### Address for Correspondence:

PawanPuri, Muradnagar-201206

Distt.-Ghaziabad, Uttar Pradesh (India)

(a) Investor Correspondence: For any query in relation to the shares of the Company.

# For Shares held in Physical Form:

Mr. Punit Mittal

General Manager

# Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor

99, Madangir, Behind Local Shopping Center,

Near Dada HarsukhdasMandir,

New Delhi-110062

Telephone: 011-29961281, 29961282, Fax: 29961284

E-mail:beetalrta@gmail.com

#### For Shares held in Demat Form:

To the Investors' Depository participant(s) and/or Beetal Financial & Computer Services (P) Ltd at the above address.

(b) For Grievance Redressal and any query on Annual Report:

**Secretarial Department** 

Space Incubatrics Technologies Limited PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh-201206

Contact No: 01232-261288 :

RTA Contact No: 011-29961281, 29961282

by order of the Board
For Space Incubatrics Technologies Limited
Sd/-

(Vinesh Mittal) Chairman Din:00284896

Residential Address

Gali No.6, Shivpuri Near NiwariRoad, Modinagar.Ghaziabad-201204

Date: 29<sup>th</sup>August, 2019 Place: Muradnagar

mountagaryonaziasaa z

# MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

To,

The Board of Directors,

Space Incubatrics Technologies Limited

We, Nishant Mittal, Managing Director and, Mr. Mahesh Chand Mittal CFO of Space Incubatrics Technologies Limited, to the best of our knowledge and belief hereby certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year 31st March, 2019 and that to the best to our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contains statement/statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the yearwhich are fraudulent, illegal or violative of the Company's Code of Conduct;
- C. We accept responsibility for the establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or proposed to take to rectify these deficiencies.
- D We have indicated whatever applicable, to the auditor and to the Audit Committee.
- i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year, if any and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

by order of the Board
For SPACE INCUBATRICS TECHNOLOGIES LIMITED
Sd/-

Sd/-(Nishant Mittal) Managing Director Din: 02766556

Residential Address: Residential Address: Flat No.603, Tower-2, Orange County, AhinsaKhand -1, Near Aditya Cinemas Indirapuram, Shipra Sun City, Ghaziabad,201014,Uttar Pradesh (MAHESH CHAND MITTAL)
(Whole Time Director & CFO)
(Din:00284866)
Residential Address:
Flat No.603, OC-2, Orange County,
Ahinsa Khand-1, Indirapuram,
Ghaziabad - 201014 (U.P.)

Date: 29<sup>th</sup> August, 2019

Place: Muradnagar

# **Declaration on Compliance of the Company's Code of Conduct**

To

The Board of Directors, Space Incubatrics Technologies Ltd. PawanPuri, Muradnagar - 201206

Distt. Ghaziabad (U.P.)

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Regulation 17 and 26(3) and Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange to further strengthen Corporate Governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2019.

> by order of the Board For SPACE INCUBATRICS TECHNOLOGIES LIMITED

Sd/-

(Nishant Mittal) **Managing Director** Din: 02766556

Residential Address: Residential Address: Flat No.603, Tower-2, Orange County, AhinsaKhand -1, Near Aditya Cinemas Indirapuram, Shipra Sun City, Ghaziabad, 201014, Uttar Pradesh

Sd/-(Khushbu Singhal) (Company Secretary& Compliance Officer) M.No. A25992

Residential Address: Vijay Handloom Fabrics, Vijay Mandi, Pawan Puri, Muradnagar, Ghaziabad (U.P.)-201206

### COMPLIANCE CERTIFICATE

To

The Members of

Place: Muradnagar

Date: 29th August, 2019

Space Incubatrics Technologies Ltd.

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015entered into, by the Company, with the Stock Exchanges of India, for the financial year ended 31st March, 2019.

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

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that, such compliance is neither an assurance as to the future viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

> Sd/-(R.S.Bhatia)

Company Secretary in Practice C.P. No.2514

Place: Muradnagar Date: 29th August. 2019

Annexure - B

# Form No.MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>5T</sup> MARCH, 2019

[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, Space Incubatrics Technologies Limited Pawan Puri, Muradnagar, Ghaziabad – 201206

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Space Incubatrics Technologies Limited** - CIN U74999UP2016PLC084473 (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2019 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:

- A. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019, according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Not Applicable as there were no events/ actions pursuant to aforesaid provisions during the period under review]
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11<sup>th</sup> November, 2018) Not Applicable as there was no reportable event during the financial year under review;
    - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not Applicable as there were no events/ actions pursuant to aforesaid provisions during the period under review]
    - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];
    - f) 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 [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];
    - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the financial year under review];
    - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review].

vi. Other Laws applicable to the Company as per representations made by the company;

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under report, the Company has complied with Provisions of the Act, Rules, Regulations and Guidelines, standards, etc. mentioned above:

### B. I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive
  Directors, Independent Directors and Woman Director.
- Adequate notice is given to all Directors, schedule of the Board /Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
- A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committees were carried with requisite majority.
- As per the minutes, the decisions at the Board Meetings were taken unanimously.

### C. I further report that:

Based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Secretary of the Company and taken on record by the Board of Directors at their meeting(s), I am of the opinion that adequate systems and processes are in place in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to notices/correspondence received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

### D. I further report that:

During the audit period, there was no any other events or actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, Guidelines, standards, etc;

Sd/-Deepika Gupta Company Secretaries C. P. - 18884 M. No. - A49974

Place: Muradnagar Date: 29<sup>th</sup> August, 2019

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed and Forms an integral part of this report.

To, The Members, Space Incubatrics Technologies Limited Pawan Puri, Muradnagar, Ghaziabad – 201206

My Secretarial Audit Report for the financial year 31st March, 2019 is to be read along with this letter.

### Management's Responsibility:

 It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility:

- 2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- 3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for our opinion.
- 4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer:

- 5. 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.
- 6. I have not verified the correctness and appropriateness of financial records and books of account of the Company.

Sd/-Deepika Gupta Company Secretaries

C. P. - 18884

M. No. - A49974

Place: Muradnagar Date: 29<sup>th</sup> August, 2019

Annexure - C

### FORM NO. MGT 9

# **EXTRACT OF ANNUAL RETURN**

as on Financial Year ended on 31.03.2019

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

# I REGISTRATION & OTHER DETAILS:

i	CIN	U74999UP2016PLC084473				
ii	Registration Date	29/06/2016				
iii	Name of the Company	SPACE INCUBATRICS TECHNOLOGIES LIMITED				
iv	Category/Sub-category of the Company	Category-Company Limited by Shares Sub-Category of the Company- Indian Non-Government Company				
v	Address of the Registered office & contact details	PAWAN PURI, MURADNAGAR, GHAZIABAD Tel: 01232-261288 E.mail: spaceincubatrics@gmail.com Web: www.spaceincubatrics.com				
vi	Whether listed company	Yes				
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Phone-91-11-2996 1281-83 Fax-91-11-2996 1284 Email-beetalrta@gmail.com				

### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company has not started any commercial activity as the whole future planning was based upon the Scheme.

# As per NIC Code List 2008

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to Total Turnover of the Company	
1	N.A.			

# III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION		
	NA						

# IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year						% change during the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No. of Shares	Change in %
A. Promoters										
(4)										
(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	8228960	0	8228960	23.78	8335060	0	8335060	24.083	106100	0.307
b) Central Govt. or State Govt.	_	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	8228960	0	8228960	23.780	8335060	0	8335060	24.083	106100	0.307

(2) Foreign										
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-	-
Total Shareholding of										
Promoter	0220000	•	8228960	22.700	8335060		0225000	24.002	100100	0.207
(A)= (A)(1)+(A)(2)	8228960	0	8228960	23.780	8335060	0	8335060	24.083	106100	0.307
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	_	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-	-
(2) Non Institutions										
a) Bodies corporates	-	-	-	-	-	-	-	-	-	-
i) Indian	3996686	-	3996686	11.55	3788111	428	3788539	10.947	-208147	-0.601
ii) Overseas		-	-	-	-	-	-	-	-	-
b) Individuals		-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share										
capital upto Rs.1 lakhs	7647951	45805	7693756	22.23	7592909	41807	7634716	22.060	-59040	-0.171
ii) Individuals shareholders holding nominal share capital in										
excess of Rs. 1 lakhs	11307447	25500	11332947	32.74	11630881	25500	11656381	33.680	323434	0.935
c) Others (specify)	-	-	-	-		-	-	-	-	-
i) NRI	414405	-	414405	1.20	415165	-	415165	1.200	760	0.002
ii) CLEARING MEMBERS	170	-	170	0	175133	-	175133	0.506	174963	0.506
iii) HUF	2942252	-	2942252	8.5	2601887	2292	2604182	7.525	-338070	-0.977
SUB TOTAL (B)(2):	26308911	71305	26380216	76.220	26204086	70027	26274116	75.917	-106100	-0.307
Total Public										
Shareholding (B)= (B)(1)+(B)(2)	26308911	71305	26380216	76.220	26204086	70027	26274116	75.917	-106100	-0.307
C. Shares held by Custodian for GDRs & ADRs	-	_	-		-	-	-	-	-	-
Grand Total (A+B+C)	34537871	71305	34609176	100.000	34539146	70027	34609176	100.000	0	0.000

#### **II. SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the begginning of the year		Sł	% change in share holding during the year			
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mahesh Chand Mittal	2862066	8.27	-	2862066	8.27	-	0.00
2	Nishant Mittal	744154	2.15	-	773254	2.23	-	0.08
3	Satya Prakash Mittal	92	0.00	-	92	0.00	-	0.00
4	Suman Mittal	3871924	11.19	-	3923924	11.34	-	0.15
5	Rashi Mittal	-	0.00	-	25000	0.07		0.07
6	Mahesh Chand Mittal Karta of Mahesh Chand Mittal (HUF)	750724	2.17	-	750724	2.17	-	0.00
	Total	8228960	23.78	-	8335060	24.08		0.31

#### III. CHANGE IN PROMOTERS' SHAREHOLDING (PLS. SPECIFY IF THERE IS NO CHANGE)

SI. No.		Share holding at the beginning of the Year		Cumulative Share holding duri the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Mahesh Chand Mittal	2862066	8.27	2862066	8.27
2	Nishant Mittal	744154	2.15	773254	2.23
3	Satya Prakash Mittal	92	0.00	92	0.00
4	Suman Mittal	3871924	11.19	3923924	11.34
5	Rashi Mittal	-	-	25000	0.07
6	Mahesh Chand Mittal Karta of Mahesh Chand Mittal (HUF)	750724	2.17	750724	2.17

#### iv. Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters & Holders of GDRs & ADRs)

SI. No			Shareholding at the beginning of the year		olding during ar
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	M.J. SHAH HUF .	709746	2.05	709745	2.05
2	ADROIT FIN SER PVT LTD	623484	1.80	610275	1.74
3	SUBRAMANIAN P	438770	1.27	438770	1.27
4	SHRI PARASRAM HOLDINGS PVT.LTD.	0	0.00	385513	1.11
5	MOTILAL OSWAL FINANCIAL SERVICES LIMITED	0	0.00	356787	1.03
6	MOTILAL OSWAL CAPITAL	0	0.00	340000	0.98
7	KLB SECURITIES PVT. LTD.	474604	1.37	325854	0.94
8	BHAVESH GANESH VYAS	0	0.00	307641	0.89
9	ANMOL KOTHARI	0	0.00	255104	0.74
10	SRI INVESTMENT AND FINANCE PRIVATE LIMITED	0	0.00	255000	0.74

### v. Shareholding of Directors & KMP

SI. No		Shareholding at the	e end of the year	Cumulative Shareh the yea	0 0
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Mr. Nishant Mittal	773254	2.23	773254	2.23
2	Mrs. Suman Mittal	3923924	11.34	3923924	11.34
3	Mr. Mahesh Chand Mittal	2862066	8.27	2862066	8.27

#### V. INDEBTEDNESS

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

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

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

A. Remuneration to Managing Director, Whole time director and/or Manager:

SI.No	Particulars of Remuneration	Name	/Manager	Total Amount	
		Mr. Nishant Mittal Director	Mrs. Suman Mittal Director	Mr. Mahesh Chand Mittal Director	
1	Gross Salary  (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	8,00,000	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	0	0	8,00,000	0
	Ceiling as per the Act	0	0	0	0

#### B. Remuneration to other directors:

SI. No	Particulars of Remuneration	Name of the Directors		
		Mrs. Mamta Garg	Mr. D.P. Jain	
1	Independent Directors	-	-	
	(a) Fee for attending board committee meetings	-	-	
	(b) Commission	-	-	
	(c ) Others, please specify	-	-	
	Total (1)	-	-	
2	Other Non Executive Directors	-	=	
	(a) Fee for attending board committee meetings	-	-	
	(b) Commission	-	-	
	(c ) Others, please specify.	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)Total Managerial Remuneration Overall Ceiling as per the Act.	-	-	

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

		Key Managerial Personnel Company Secretary & CFO		Total Amount	Total Amount	
SI. No.	Particulars of Remuneration					
		Ms. Priya Tyagi*				
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	93873	-	-	-	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission	-	-	-	-	
	as % of profit					
	others, specify					
5	Others, please specify	-	-	-	-	
	Total			-	-	

<sup>\*</sup> Remuneration paid to Ms. Priya Tyagi as given in Point No. VIC above is for the period from 01.04.2018 to 15.10.2018

### VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Туре	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

by order of the board For SPACE INCUBATRICS TECHNOLOGIES LIMITED

Place: Muradnagar Date: 29th Auguat, 2019

Registered Office: Pawan Puri, Muradnagar Distt. Ghaziabad (U.P.)-201206 (Vinesh Mittal) Chairman Din: 00284896 Residential Address: Gali No. 6 Shivpuri Near Niwari Road Modinagar, Ghaziabad-201204

Sd/-

Annexure - D

#### 1. Particulars of Employees

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

There is Ten Permanent Employees of the Company which is specified below:-

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

Executive directors :	Ratio to median remuneration
Mr. Nishant Mittal	N.A.
Mr. Mahesh Chand Mittal	10.43 : 1
Non-Executive Director :	N.A.
Mrs. Suman Mittal*	N.A.
Mr. Dhan Pal Jain	N.A.
Mr. Lallan Tripathi**	N.A.
Mrs. Mamta Garg	N.A.
Mr. Vinesh Mittal***	N.A

<sup>\*</sup>Resignation of Mrs. Suman Mittal w.e.f. 30.03.2019

 The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary	Ratio	% increase in remuneration in the financial years
Mr. Priya Tyagi*		
Khushbu Snghal, Company Secretary **	N.A.	N.A.

<sup>\*</sup>Ms. Resignation of Ms. Priya Tyagi as Company Secretary of the Company on 15.10.2018

- c. The percentage increase in the median remuneration of employees in the financial year: N.A.
- d. The number of permanent employees on the rolls of company (as at 31.03.2019):10
- e. Affirmation that the remuneration is as per the remuneration policy of the company: N.A.
- Information required with respect toSection197(12) of theCompaniesAct,2013Read withRule5(2) of the Companies (Appointment andRemunerationofManagerialPersonnel)Rules,2014

The Gross remuneration of the top ten employees and other employees do not fall under the prescribed limits as defined in Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014. Hence, there is no requirement to give the disclosure in the Board Report for the Financial Year 2018-2019.

by order of the Board For Space Incubatrics Technologies Limited

Date- 29<sup>th</sup> August, 2019 Place- Muradnagar Sd/-(Nishant Mittal) Managing Director DIN: 02766556

Residential Address: Flat No.603, Tower-2, Orange County, AhinsaKhand-1, Near Aditya Cinemas, Indirapuram, Shipra Sun City, Ghaziabad, 201014, Uttar Pradesh

<sup>\*\*</sup>Cessation of Mr. Lallan Tripathi w.e.f. 27.09.2018

<sup>\*\*\*</sup>Appointment of Mr. Vinesh Mittal w.e.f.01.04.2019

<sup>\*\*</sup>Mrs. Khushbu Singhal was appointed as Company Secretary of the Company on 30.03.2019.

#### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

#### Part "A": Subsidiaries

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

SI. No.	Particulars	Details
1.	Name of the subsidiary	SYBLY INTERNATIONAL FZE*
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2018-19
3.	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	AED 1AED=Rs. 18.865 31.03.2019
4.	Share Capital	Rs. 6,60,272
5.	Reserves &Surplus	Rs. (28,57,51,536)
6.	Total Assets	Rs. 22,97,24,849
7.	Total Liabilities	Rs. 51,48,16,113
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	(Rs. 1,90,38,080)
11.	Provision for taxation	Nil
12.	Profit after taxation	(Rs. 1,90,38,080)
13.	Proposed Dividend	Nil
14.	% of Shareholding	100%

**Notes:** The following information shall be furnished at the end of the statement:

- 1. Names of subsidiaries which are yet to commence operations: NA
- 2. Names of subsidiaries which have been liquidated or sold during the year: NIL
- \* The said Company became the subsidiary of the company w.e.f. 03.03.2018

by order of the board For SPACE INCUBATRICS TECHNOLOGIES LIMITED

Place: Muradnagar Date: 29th Auguat, 2019

Registered Office: Pawan Puri, Muradnagar Distt. Ghaziabad (U.P.)-201206 (Vinesh Mittal)
Chairman
Din: 00284896
Residential Address:
Gali No. 6 Shivpuri Near
Niwari Road Modinagar,
Ghaziabad-201204

Annexure - E

#### MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 your Directors have pleasure in presenting the management and analysis report for the year ended on March, 31st 2019.

#### Indian Economic Overview

Incubators in India are a fairly recent phenomenon and given the diverse nature of India, the models will have to evolve. The next generation of innovation will rise from Tier I and Tier II cities, making the role of incubators even more vital to the survival and success of startups. If India needs to push itself ahead as a global startup hub, then incubators need to be at the forefront of these efforts.

The government is also running iStart Nest Incubation Centre which has currently over 45 startups under incubation. The right mentoring and timely funding assistance define the success story for any startup.

#### **Government Initiatives**

Under the Atal Innovation Mission, Government is setting up Atal Incubation Centres (AICs)in public and private sector as well as scaling up Established Incubation Centres (EICs).13 AICs have been approved with a grant of INR 10 crore each.A grant-in-aid of INR 10 crore is also being provided to 6 EICs.

With the goal of promoting innovation and entrepreneurship, the State government has collaborated with premier institutes like IIT-Kanpur, IIT-BHU, IIM Lucknow (Noida), KNIT Sultanpur to establish Incubators. The country's biggest Incubator is envisaged to be established in Uttar Pradesh.

State Government promotes establishment of Incubators across Uttar Pradesh. It is envisaged that every district in Uttar Pradesh shall have an Incubator. Host Institutes like Government and Private Technical, Management, R&D institutes, organizations / non-profit organization/corporates / industry association or in PPP mode are encouraged to establish Incubators or Accelerators in Uttar Pradesh.

#### **Opportunities & Challenges**

#### Opportunities

- A number of initiatives have been announced to support the Startup industries.
- A number of e-marketing platforms have been developed to simplify marketing issue.
- Greater Investment and FDI opportunities are available.
- Large, Potential Domestic and International Market.
- Product development and Diversification to cater global needs.

#### Threats

The Company has to face various threats as under mentioned;

- \* High cost of funds
- \* Slow industrial growth
- \* Stiff competition
- Non-performing assets

#### **Human Resources & Infrastructure Development**

Your Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. Employees are central as well as critical to the Company as they are the real assets of the organization. Your Company is in the growth stage of the IT framework and would see a slew of new projects with strategic benefits.

#### Internal Control Systems and Adequacy of Internal Control

In any industry, the processes and internal control systems play a critical role in the health of the Company. The Board has an Audit Committee with independent directors in majority to maintain the objectivity. SITL has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes and corporate policies are duly complied with. The Audit Committee also seeks the views of statutory auditors on the adequacy of the internal control systems in the Company.

#### **Industry Future Outlook**

Technology Business Incubators in India have existed since 1980s, under the Government of India and since late 1990s under the private industry. They have played a critical role in encouraging risk taking and public research in the information technology industry. Their success led to a massive increase in the number of incubators being setup in the country, with over 300 registered incubators operating in the country as of early 2014.

The Government of India under the aegis of Department of Science & Technology provides for institutional mechanism for promoting knowledge-driven and technology-intensive enterprises. This is primarily situated under the National Science & Technology Entrepreneurship Development Board\ (NSTEDB). The Board, having representations from socio-economic and scientific Ministries/ Departments, aims to convert "job-seekers" into "job generators" through Science & Technology (S&T) interventions and programmes.

The objectives of NSTEDB have been defined to be:

- To promote and develop high-end entrepreneurship for S&T manpower as well as self-employment by utilizing S&T infrastructure and by using S&T methods.
- To facilitate and conduct various informational services relating to promotion of entrepreneurship.
- To connect agencies of the support system, academic institutions and Research & Development (R&D) organizations to foster entrepreneurship and self-employing using S&T with special focus on backward areas.
- To act as a policy advisory body with regard to entrepreneurship. These objectives have beenfulfilled by NSTEDB through two major interventions. Namely, the scheme for Science &Technology Entrepreneurs Parks (STEP), which was started in the early 1980's, and the Technology Business Incubators (TBI) programme launched in early 2000, both of which have been fairly successful in increasing the number of start-up companies engaging in innovation as well as fostering a conducive environment of risk taking while contributing to the regional and national economy.

#### **Risk Management**

- The Company's ability to generate revenues and pay dividends is dependent on a number off actors and may vary significantly from quarter to quarter.
- 2. The Company's growth depends on acquiring new customers apart from increasing business from existing customers.
- 3. The Company operates in a highly competitive environment and this competitive pressure on the business is likely to continue. This competition may adversely affect the Company's business and operations materially in the future.
- 4. The Company's success depends largely upon its senior management and key personnel and the Company's ability to attract and retain them.
- 5. The Company is subject to regulation by central, state and local governments / bodies, which may impose costs and restrictions. The Government may consider new legislative requirements, which potentially can affect the Company's businesses. The results of these legislative, judicial and administrative actions may materially affect the business operations.
- 6. The Company may face increased competition because of technological advances and new regulatory requirements, which could adversely affect the results of operations in future.

#### **Cautionary Statement**

Place: Muradnagar

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking.

by order of the Board For Space Incubatrics Technologies Limited Sd/-(Vinesh Mittal) Chairman Din: 00284896

Residential Address : Gali No.6 Shivpuri Near Niwari Road, Modinagar Ghaziabad-201204

Date:29<sup>th</sup>August, 2019

#### INDEPENDENT AUDITOR'S REPORT

To the Members of

SPACE INCUBATRICS TECHNOLOGIES LIMITED

#### REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

#### Opinion

1. We have audited the accompanying standalone financial statements of **M/s SPACE INCUBATRICS TECHNOLOGIES LIMITED**, which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss for the period 1<sup>ST</sup> April 2018 to 31<sup>ST</sup> March 2019 and notes to the financial statements and 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- b) In the case of the Profit and Loss Account, of the Profit for the period ended on that date and
- c) In the case of Cash Flow Statement, for the cash flows for the year ended on that date.
- d) And the changes in equity for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit matters**

3. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Information other than the financial statements and auditors' report thereon

4. The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

5. The company's Board of Directors are responsible for the matters in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including Accounting Standards specified in under section 133 of the Act. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates are reasonable and prudent and design, implementation and maintenance of internal control, that were operating efficiently for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease the operations or

has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the financial reporting process.

#### Auditor's Responsibility for the Audit of Standalone Financial Statements

6. 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 in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence
  obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's
  ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in
  our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our
  opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events
  or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

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

- 7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the <u>Annexure "B"</u> a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
- 8. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) The standalone financial statements dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Companies
  - e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board

- of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect of the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of the information and according to the explanations given to us:
  - i. the Company does not have any pending litigations which would impact its financial position.
  - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. there were no amounts which required to be transferred to Investor Education and Protection Fund.

For V. S. Gupta & Co., Chartered Accountants, Sd/-(CA. Hemant Kumar Gupta)

Partner. Membership No. 071580 Firm Reg. No. 00724C

Place : MEERUT Dated : 30th May, 2019

#### **ANNEXURE - A**

# Annexure to the Independent Auditor's Report to the members of Space Incubatrics Technologies Limited on the accounts of the Company for the year ended 31st March, 2019

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) The Company doesn't possess any fixed asset, hence this clause is not applicable.
- (ii) The Company doesn't possess any inventory, hence this clause is not applicable.
- (iii) The Company has granted loan, to Companies, firms or other parties listed in the register to be maintained under Section 189 of the Companies Act, As we are informed One party is involved and amount of such transaction outstanding at the end of the year is Rs. 5135.78 lakhs.
  - (a) In the absence of any written terms & conditions we cannot comment whether the party is regular in payment of principal amount & interest.
  - (b) The amount of repayment is not available, hence we are unable to comment whether there is any overdue or not.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi) As informed by the management, the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Companies Act, 2013 are maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete as the company is getting a cost audit conducted from a qualified person in this regard and will submit Cost Audit Report to the Central Government.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Investor Education Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, Value Added Cess and other material statutory dues applicable to it.
  - According to the information and explanation given to us, no undisputed amounts payable in respect of statutory dues including Provident Fund, Employees State Insurance, Investor Education Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, Value Added Cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2018 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us, there are no dues of Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty, GST and Cess, which have not been deposited on account of any dispute.

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders.
- In our opinion, moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.
- According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the company.
- (xiii) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For V. S. Gupta & Co., Chartered Accountants,

(CA. Hemant Kumar Gupta) Partner. Membership No. 071580

Firm Reg. No. 00724C

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

To the Members of

Place: MEERUT

Dated: 30th May, 2019

SPACE INCUBATRICS TECHNOLOGIES LIMITED

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

We have audited the Internal Financial Controls over financial reporting of "Space Incubatrics Technologies Limited", as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 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 V. S. Gupta & Co., Chartered Accountants, Sd/-(CA. Hemant Kumar Gupta)

Membership No. 071580 Firm Reg. No. 00724C

Place : MEERUT Dated : 30<sup>th</sup> May, 2019

	Particulars	Note	As at 31.03.2019	As at 31.03.2018	As a
		No.			31.03.2017
(1)	ASSETS				
. ,	Non-current assets				
	(a) Property, Plant & Equipment		-	-	
	(b) Capital work- in-progress		-	-	
	(c) Financial Assets				
	(i) Non-current Investments	4	5,660,300.00	5,620,800.00	
	(ii) Long Term Loans & Advances	5	589,960,828.00	560,508,964.00	
	(d) Deferred Tax Assets (Net)		-	-	
	(e) Other Non-current Assets	6	15,647.00	20,862.00	26,077.0
	Total Non-current Assets		595,636,775.00	566,150,626.00	26,077.0
(2)	CURRENT ASSETS				
. ,	(a) Inventories	7	-	-	
	(b) Financial Assets				
	(i) Trade Receivables	8	177,000.00	-	
	(ii) Cash and Cash Equivalents	9	8,012.00	70.00	70.00
	(iii) Bank Balances other than (ii) above	10	96,472.49	102,000.00	
	(iv) Loans and Advances	11	2,500,000.00	-	
	(c) Other Current Assets	12	3,046,253.41	70,972.00	
	Total Current Assets		5,827,737.90	173,042.00	70.0
	Total Assets		601,464,512.90	566,323,668.00	26,147.00
	EQUITY AND LIABILITIES				
(1)	Equity				
	(a) Equity Share Capital	13	346,091,760.00	346,091,760.00	70.0
	(b) Other Equity	14	252,941,734.90	219,771,029.00	
	Share application money pending allotment			-	
	Total Equity		599,033,494.90	565,862,789.00	70.0
	LIABILITIES				
(2)	Non-current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	15	124,027.00	213,687.00	9,077.0
	(b) Provisions	16	-	-	
	(c) Deferred Tax Liabilities (Net)			-	
	Total Non-current Liabilities		124,027.00	213,687.00	9,077.0
(3)	Current liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	17	-	-	
	(ii) Trade Payables	18	1,070,992.00	30,500.00	17,000.0
	(b) Other current liabilities	19	390,267.00	87,520.00	
	(c) Current Tax Liabilities (Net)	20	845,732.00	129,172.00	
	Total Current Liabilities		2,306,991.00	247,192.00	17,000.0
	TOTAL EQUITY & LIABILITIES		601,464,512.90	566,323,668.00	26,147.0

Notes to Accounts and Significant Accounting Policies Note No. 27 forms an integral part of these Financial Statements 1,2,3

Sd/-(NISHANT MITTAL) Managing Director (Din : 02766556) Flat No.603, Tower-2, Orange County, Ahinsa Khand-1, Near Aditya Cinemas,

Indirapuram, Shipra Sun City, Ghaziabad - 201014 (U.P.) Sd/-(MAHESH CHAND MITTAL) Whole Time Director & CFO (Din: 00284866) Flat No.603, OC-2, Orange County, Ahinsa Khand-1, Indirapuram,

Ghaziabad - 201014 (U.P.)

Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed. For V. S. Gupta & Co., Chartered Accountants,

PLACE : Muradnagar DATE : 30th May, 2019 Sd/-(CA. Hemant Kumar Gupta) Partner. Membership No. 071580 Firm Reg. No. 00724C

	Particulars	Note	For the Year ended	For the year ended
		No.	31.03.2019	31.03.2018
	REVENUE			
I.	Revenue from Operations			
	Sales & Services		270,000.00	-
			270,000.00	-
II.	Other Income	22	6,991,639.00	710,484.00
III.	Total Revenue (I+II)		7,261,639.00	710,484.00
	EXPENSES			
	Employee benefits expenses	23	1,770,275.00	28,920.00
	Finance Costs	24	812.70	130.00
	Depreciation and Amortization Expenses		-	-
	Other expenses	25	2,237,736.40	179,795.00
IV.	Total Expenses		4,008,824.10	208,845.00
V.	Profit before exceptional items and Tax (III-IV)		3,252,814.90	501,639.00
VI.	Exceptional Items	26		-
VII.	Profit before Tax (PBT) (V±VI)		3,252,814.90	501,639.00
VIII.	Tax Expense of continuing operations			
	Current Tax		845,732.00	129,172.00
	MAT Credit Entitlement		-	-
	Deferred Tax		-	-
IX.	Profit/(loss) for the period from continuing operations (VII-VIII)		2,407,082.90	372,467.00
х.	Profit /(loss) from discontinued operations		-	-
XI.	Tax expense of discontinued operations		-	-
XII.	Profit /(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII.	Profit/(loss) for the period [Profit After Tax (PAT)] (IX+XII)		2,407,082.90	372,467.00
XIV.	Other Comprehensive Income		-	-
XV.	Total Comprehensive Income for the period (XIII+XIV) (Comprising			
	Profit (Loss) and Other Comprehensive Income for the period)		2,407,082.90	372,467.00
XVI.	Earnings per equity share (for continuing operation)			•
	(1) Basic		0.07	0.01
	(2) Diluted		_	-
XVII.	Earnings per equity share (for discontinued operation)			
	(1) Basic		_	-
	(2) Diluted		_	-
XVIII.	Earnings per equity share (for discontinued & continuing			
	operations)			
	(1) Basic		0.07	0.01
	(2) Diluted		-	-

Sd/(NISHANT MITTAL)
Managing Director
(Din: 0.2766556)
Flat No.603, Tower-2, Orange County,
Ahinsa Khand-1, Near Aditya Cinemas,
Indirapuram, Shipra Sun City,
Ghaziabad - 201014 (U.P.)

Sd/(MAHESH CHAND MITTAL)
Whole Time Director & CFO
(Din: 00284866)
Flat No.603, OC-2, Orange County,
Ahinsa Khand-1, Indirapuram,
Ghaziabad - 201014 (U.P.)

Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed. For V. S. Gupta & Co., Chartered Accountants,

PLACE : Muradnagar

DATE : 30th May, 2019

(CA. Hemant Kumar Gupta)
Partner.

Membership No. 071580
Firm Reg. No. 00724C

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	•		2018-2019 AMOUNT(Rs.)		2017-2018 AMOUNT(Rs.)
A.	CASH FLOW FROM OPERATION ACTIVITIES: Net Profit before Tax and Extraordinary items Adjustment for: Depreciation Finance Charges	-	3,252,814.90	-	501,639.00
	Adjustment for:		-		
	Interest received	(6,991,639.00)	(6,991,639.00)	(710,484.00)	(710,484.00)
	Adjustment For Previous Year: Previous year adjustments Cash Flow From Exceptional items	(377.00)	(377.00)	-	(710,404.00)
		_	(3,739,201.10)	-	(208,845.00)
	Operating Profit before Working Capital Changes Adjustment for: Trade receivables Loans & Advances Inventories Other current assets Trade Payable Other current liabilities Long-term provisions Current Tax Liabilities (Net) Cash generated from operations Taxes Paid Cash flow from operating activities CASH FLOW FROM INVESTING ACTIVITIES: Interest received Purchase/Sale of Investments Net Cash sued in Investing activities CASH FLOW FROM FINANCING ACTIVITIES:	(177,000.00) (31,951,864.00) - (2,975,281.41) 1,040,492.00 302,747.00 - 716,560.00	(33,044,346.41) (36,783,547.51) 845,732.00 (37,629,279.51)	(560,508,964.00) (70,972.00) 13,500.00 87,520.00 129,172.00	(560,349,744.00) (560,558,589.00) 129,172.00 (560,687,761.00) (4,910,316.00)
	Equity Share Capital (including share application money) Amalgamation Reserve Borrowings/(Repayment) of Loans Adjustment for Preliminary Expenses Currency Fluctuation Reserve Deferred tax liabilities  Opening Bal. of Cash and Cash equivalents	(89,660.00) 5,215.00 30,764,000.00	30,679,555.00 2,414.49	346,091,690.00 58,822,038.00 204,610.00 5,215.00 160,576,524.00	565,700,077.00 102,000.00
	Closing Bal. of Cash and Cash equivalents	104,484.49	2,414.49 0.00	102,070.00	102,000.00

Sd/(NISHANT MITTAL)
Managing Director
(Din: 02766556)
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As per our separate report of even date annexed. For V. S. Gupta & Co., Chartered Accountants,

(CA. Hemant Kumar Gupta)
Partner.
Membership No. 071580
Firm Reg. No. 00724C

PLACE : Muradnagar DATE : 30th May, 2019

#### NOTE FORMING PART OF THE FINANCIAL STATEMENTS

#### 1. COMPANY OVERVIEW

Space Incubartics Technologies Limited (refereed to as "SITL" or "the Company") has been incorporated with the Objects to develop and or get developed data communications service, Incubation facilities, training and value added services in the field of app development. Software imports and exports with a special focus on startup units of the software industry. The Company is a public limited Company incorporated in India and has its registered office at PawanPuri, Muradnagar, Distt. Ghaziabad, India.

#### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### (a) Basis of Preparation and Compliance with Ind AS

- For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the Accounting Standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.
- ii. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2018. Previous period figures have been restated according to Ind AS.
- iii. The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2017. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2018 and April 1, 2017 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2018.
- iv. The standalone financial statements were approved by the Board of Directors and authorized for issue on May 30, 2019.

#### (b) Basis of measurement

The Ind AS financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

#### (c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

#### (d) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Revenue Recognition

Revenue is measured at fair value of consideration received or receivable.

#### (i) Sale of Services

The Company recognizes revenues on the sale of services, net of discounts.

#### (ii) Other Operating Revenue

Other Income is recognised as and when the same is accrued.

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

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any.

Freehold land is measured at cost and is not depreciated.

Cost includes purchase price, taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Interest cost incurred for constructed assets is capitalized up to the date the asset is ready for its intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

Depreciation is provided on the Straight Line Method (SLM) over the estimated useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

Capital work in progress Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

#### (c) Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible asset is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### (d) Financial Instruments

#### i) Classification, Initial Recognition and Measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities.

Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

**Financial assets at amortised cost:** Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

**Equity investments at fair value through other comprehensive income:** These include financial assets that are equity instruments and are irrevocably designated as such upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognized in the Statement of Profit and Loss when the right to receive payment has been established.

When the equity investment is derecognized, the cumulative gain or loss in equity is transferred to retained earnings.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

**Equity instruments:** An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct Financial Liabilities at fair value through profit or loss. Derivatives, including embedded derivatives separated from the host contract, unless they are designated as hedging instruments, for which hedge accounting is applied, are classified into this category. These are measured at fair value with changes in fair value recognized in the Statement of Profit and Loss.

**Financial guarantee contracts:** These are initially measured at their fair values and, are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognized less, the cumulative amount of income recognized.

Other financial liabilities: These are measured at amortized cost using the effective interest method.

#### ii) Determination of Fair Value:

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

#### iii) Derecognition of Financial Assets and Financial Liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

#### iv) Impairment of Financial Assets:

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

#### (e) Cash and Cash Equivalents

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

#### (f) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### (g) Inventories

Inventories are valued at cost on FIFO basis.

#### (h) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Product warranty expenses: The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise, being typically up to four years.

#### (i) Foreign Currency

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.

Exchange differences are recognized in the Statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

#### (i) Income Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss. Current income taxes are determined based on respective taxable income of taxable entity.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed for the taxable entity. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset

is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### (k) Earnings PerShare

Basic earnings per share has been computed by dividing profit/loss for the year by the weighted average number of shares outstanding during the year.

Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

#### (I) Employee Benefits

#### i) Gratuity

Gratuity is a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. SITL have no obligation towards gratuity.

#### ii) Provident Fund and ESI

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund and ESI, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund and pension fund set up.

#### (m) Dividends

Any dividend declared or paid by the Company for any financial year is based on the profits available for distribution as reported in the statutory financial statements of Space Incubatrics Technologies Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Indian GAAP or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Space Incubatrics Technologies Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Indian GAAP or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act. However, in the absence of inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

#### (n) Segments

The Company has been incorporated with the objects to develop and or get developed data communications services, incubation facilities, training and value added services in the field of app development. Software imports and exports with a special focus on startup units of the software industry, which arein same business segment.

#### (o) Investments in Subsidiaries, Joint Ventures and Associates

Investments in Subsidiaries, Joint Ventures and Associates are measured at cost as per Ind AS 27 – Separate Financial Statements.

#### (p) Transition to Ind AS

The Company has prepared the opening balance sheet as per Ind AS as at April 1, 2017 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required by Ind AS, and applying Ind AS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

#### Reconciliation between Previous GAAP and Ind AS

#### a) Equity Reconciliation

Particulars	Note	As at March 31, 2018 As at Apr	il 1, 2017
Equity as reported under previous GAAP		21, 97,71,029.00	NIL
Adjustments (+/-)		NIL	NIL
Equity under Ind AS		21, 97,71,029.00	NIL
b) Total Comprehensive Income Reconcil	iation		
Particulars	Note	Year ended March 31, 2018	
Net profit after tax as reported under pre-	vious GAAP	3,72,467.	.00
Adjustments (+/-)		Nil	
Total Comprehensive Income after tax as	per Ind AS	3,72,467.	.00

	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
NOTE - 4	NON-CURRENT INVESTMENTS			
	Investment in Equity Shares of Subsidiary 1(As at 31.03.2018 : 1) Fully Paid up Equity Share of AED 35000 each of Sybly International FZE, Sharjah (Unquoted at cost)	660,300.00	620,800.00	
	Investment in Desire Retail Pvt. Ltd., 31250 5% Non Comulative Redeemable Pref. Shares of Rs. 100/- each, Paidup Rs.80/- per Share (Unquoted at cost)	2,500,000.00	2,500,000.00	
	Investment in Vishu Enterprises Pvt. Ltd., 31250 5% Non Comulative Redeemable Pref. Shares of Rs. 100/- each, Paidup Rs.80/- per Share (Unquoted at cost)	2,500,000.00	2,500,000.00	-
		5,660,300.00	5,620,800.00	-
NOTE - 5	LONG-TERM LOANS AND ADVANCES			
	(Unsecured, considered good)			
Α	Loans and advances to related parties	513,578,500.00	482,854,000.00	-
В	Loans and advances to Others	76,382,328.00	77,654,964.00	-
	TOTAL (A+B)	589,960,828.00	560,508,964.00	-
NOTE - 6	OTHER NON-CURRENT ASSETS			
	Misc Expenditure			
	(to the extent not written off and adjusted)			
	Preliminary and Pre-operative Exp			
	Opening Balance/ Addition	20,862.00	26,077.00	-
	Add: During The Year	-	-	26,077.00
	Less: Written Off During the Year	5,215.00	5,215.00	-
	TOTAL	15,647.00	20,862.00	26,077.00
NOTE - 7	INVENTORIES	-	-	<del>-</del>
	TOTAL	-	_	-
NOTE - 8	TRADE RECEIVABLES			
	(Unsecured, considered good)			
Α	Trade receivables outstanding for more than six months from the date they became due for payment	-	-	-
В	Trade Receivables (others)	177,000.00	-	-
	TOTAL (A+B)	177,000.00	_	
NOTE - 9	CASH AND CASH EQUIVALENTS	,		
	Cash on hand	8,012.00	70.00	70.00
	TOTAL	8,012.00	70.00	70.00
NOTE - 10	BANK BALANCES			
Α	Balance with Banks			
	(i) In Deposit Accounts	96,472.49	102,000.00	-
В	Cheques, drafts on hand	,	,	
	(i) Cheques on hand	-	_	-
	TOTAL (A+B)	96,472.49	102,000.00	
NOTE - 11	· ·		,	

(Unsecured, considered good)

Α	Loans and advances to Employees	-	-	-
В	Prepaid Expenses	-	-	
С	Balances with Government Authorities	2 500 000 00	-	
D	Loans and advances to Others	2,500,000.00 <b>2,500,000.00</b>	-	
	TOTAL (A+B+C+D+E)	2,300,000.00		
NOTE - 12	OTHER CURRENT ASSETS	3,046,253.41	70,972.00	_
	TOTAL	3,046,253.41	70,972.00	_
	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
NOTE - 13 (A)	SHARE CAPITAL Authorised, Issued, Subscribed and paid-up share capital ar	nd nar value share		
(/	Authorised Share Capital			
	4,20,00,007 Equity Shares of Rs. 10/- each	420,000,070.00	420,000,070.00	70.00
	(Prev. Year 4,20,00,007 Equity Shares of Rs. 10/- each)			
	Issued, Subscribed and Paid-up Share Capital			
	3,46,09,176 Equity Shares of Rs. 10/- each	346,091,760.00	346,091,760.00	70.00
	(Prev. Year 3,46,09,176 Equity Shares of Rs. 10/- each)	- · · · · · · · · · · · · · · · · · · ·	,	
	TOTAL	346,091,760.00	346,091,760.00	70.00
	Number of shares outstanding as at the beginning of the	34,609,176.00	7.00	-
	year	31,003,170.00	7.00	
	Add:			
	Number of shares allotted as fully paid-up shares	-	34,609,176.00	7.00
	during the year as per Scheme of Merger			
	Less:			
			7.00	_
	Reduction of Capital as per Scheme of Demerger	-	7.00	_
hares in th	Reduction of Capital as per Scheme of Demerger  Number of shares outstanding as at the end of the period  the company held by each shareholder holding more than 5% states.	34,609,176.00 shares	34,609,176.00	7.00
hares in th	Number of shares outstanding as at the end of the period			7.00  Number of shares
	Number of shares outstanding as at the end of the period e company held by each shareholder holding more than 5% s	Shares  Number of shares as on	34,609,176.00 Number of	Number of shares as on
SL.	Number of shares outstanding as at the end of the period e company held by each shareholder holding more than 5% s	shares  Number of shares	34,609,176.00 Number of shares	Number of shares
SL.	Number of shares outstanding as at the end of the period e company held by each shareholder holding more than 5% s	Shares  Number of shares as on	34,609,176.00 Number of shares	Number of shares as on
SL. NO.	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder	Number of shares as on 31.03.2019	34,609,176.00 Number of shares as on 31.03.2018	Number of shares as on 31.03.2017
SL. NO.	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL	Number of shares as on 31.03.2019 3,923,924	34,609,176.00 Number of shares as on 31.03.2018	Number of shares as on 31.03.2017
SL. NO.	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder	Number of shares as on 31.03.2019 3,923,924	34,609,176.00 Number of shares as on 31.03.2018	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY	Number of shares as on 31.03.2019 3,923,924	34,609,176.00 Number of shares as on 31.03.2018	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY Currency Fluctuation Reserve	Number of shares as on 31.03.2019 3,923,924 2,862,066	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance	Number of shares as on 31.03.2019 3,923,924 2,862,066	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance	Number of shares as on 31.03.2019  3,923,924 2,862,066  160,576,524.00 30,764,000.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period  the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance  Add: Addition during the year	Number of shares as on 31.03.2019  3,923,924 2,862,066  160,576,524.00 30,764,000.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance  Add: Addition during the year  Less: Reduction during the year  Closing Balance	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance  Add: Addition during the year  Less: Reduction during the year  Closing Balance  Surplus (Profit and Loss Account)	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance  Add: Addition during the year  Less: Reduction during the year  Closing Balance  Surplus (Profit and Loss Account)  Opening Balance	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00  191,340,524.00  59,194,505.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  The company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY Currency Fluctuation Reserve Opening Balance Add: Addition during the year  Less: Reduction during the year  Closing Balance Surplus (Profit and Loss Account) Opening Balance Add: Profit / (Loss) for the period	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00 - 372,467.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  e company held by each shareholder holding more than 5% s  Name of the shareholder  SUMAN MITTAL  MAHESH CHAND MITTAL  OTHER EQUITY  Currency Fluctuation Reserve  Opening Balance  Add: Addition during the year  Less: Reduction during the year  Closing Balance  Surplus (Profit and Loss Account)  Opening Balance	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00  191,340,524.00  59,194,505.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY Currency Fluctuation Reserve Opening Balance Add: Addition during the year  Less: Reduction during the year  Closing Balance Surplus (Profit and Loss Account) Opening Balance Add: Profit / (Loss) for the period Add:- Adjustment pursuant to the Scheme of Demerger	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00  191,340,524.00  59,194,505.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00 - 372,467.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY Currency Fluctuation Reserve Opening Balance Add: Addition during the year  Less: Reduction during the year  Closing Balance Surplus (Profit and Loss Account) Opening Balance Add: Profit / (Loss) for the period Add:- Adjustment pursuant to the Scheme of Demerger	Number of shares as on 31.03.2019  3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00 - 372,467.00 58,822,038.00	Number of shares as on 31.03.2017
SL. NO. 1 2 NOTE - 14 A	Number of shares outstanding as at the end of the period  the company held by each shareholder holding more than 5% so the shareholder  Name of the shareholder  SUMAN MITTAL MAHESH CHAND MITTAL  OTHER EQUITY Currency Fluctuation Reserve Opening Balance Add: Addition during the year  Less: Reduction during the year  Closing Balance Surplus (Profit and Loss Account) Opening Balance Add: Profit / (Loss) for the period Add:- Adjustment pursuant to the Scheme of Demerger (Refer Notes to Accounts)	Number of shares as on 31.03.2019 3,923,924 2,862,066  160,576,524.00 30,764,000.00 191,340,524.00	34,609,176.00  Number of shares as on 31.03.2018  3,871,924 2,862,066  160,576,524.00 - 160,576,524.00 - 372,467.00 58,822,038.00	Number of shares as on 31.03.2017

	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
NOTE - 15	LONG TERM BORROWINGS			
	Secured borrowings			
		-	-	-
			-	-
	Unsecured borrowings			
	Loans and advances from Body Corporates	92,880.00	92,880.00	-
	Loans and advances from related parties	31,147.00	120,807.00	9,077.00
	TOTAL	124,027.00	213,687.00	9,077.00
NOTE - 16	LONG TERM PROVISIONS			
			-	
			-	<del>-</del>
NOTE - 17	SHORT-TERM BORROWINGS			
			-	
			-	-
NOIE - 18	TRADE PAYABLES			
	Acceptances	-	-	-
	Other than Acceptances	1,070,992.00	30,500.00	17,000.00
		1,070,992.00	30,500.00	17,000.00
NOTE 10	OTHER CURRENT LIABILITIES			
NOIL-13	Other Payables			
	Statutory remittances	174,600.00	58,600.00	_
	Others	215,667.00	28,920.00	-
	TOTAL	390,267.00	87,520.00	
NOTE - 20	SHORT TERM PROVISION	,	,	
	Provision for Income Tax	845,732.00	129,172.00	-
	TOTAL	845,732.00	129,172.00	
NOTE - 21	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)			
Α	Contingent Liabilities			
	(a) Claims against the company not acknowledged as debts			NIL
	(b) Guarantees			NIL
В	Commitment			
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for			NIL
	Particulars		As at 31.03.2019	As at 31.03.2018
NOTE - 22			7.10 44.0 - 1.00 1.10 - 1.0	7.000.00.00.00
	Interest Income		6,991,639.00	710,484.00
	TOTAL		6,991,639.00	710,484.00
NOTE 33	EMPLOYEE BENEFIT EXPENSES			
NOIF - 23				
NOTE - 23	Salaries, Wages & Incentives		1,766.425.00	28.920.00
NOTE - 23	Salaries, Wages & Incentives Staff & Labour Welfare		1,766,425.00 3,850.00	28,920.00

NOTE - 24	FINANCE COSTS		
	Bank Charges & Others	812.70	130.00
	TOTAL	812.70	130.00
NOTE - 25	OTHER EXPENSES		
	Auditors Remuneration	50,000.00	50,000.00
	Advertisement & Publicity	148,808.00	13,500.00
	Legal & Professional Charges	1,036,015.00	-
	Printing & Stationery	65,000.00	-
	Postage Expenses	106,037.80	-
	Secretarial Expenses	810,895.60	111,080.00
	Amount Written Off	5,215.00	5,215.00
	General Expenses	15,765.00	-
	TOTAL	2,237,736.40	179,795.00
NOTE - 26	EXCEPTIONAL ITEMS		
		-	-
	TOTAL	-	-

#### Note - 27 Additional Information to the financial statements

- **A.** Confirmation of balances from some of parties appearing under the head current liabilities, sundry debtors, loans and advances are awaited.
- **B.** In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business and the provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- C. Managerial Remuneration: NIL
- **D.** During the current year no dividend is proposed to be paid hence not provided for.
- E. Expending and Earning in Foreign Currency:

	Current Year	Previous Year
	Rs. in Lacs	Rs. in Lacs
(a) Expenditure in Foreign Currency:		
Value of Imports on C.I.F. Basis	NIL	NIL
(b) Earning in Foreign Exchange:		
(i) Exports of Goods calculated on F.O.B. Basis (ii) Interest Income	NIL NIL	NIL NIL

F. Disclosures in respect of related party as defined in Accounting Standard 18, with whom transactionswere carried out in the ordinary course of Business during the year as given below:-

#### Related party disclosures

- a. List of related parties
  - i. Subsidiaries

Sybly International FZE

- i.i Key Management Personnel
- Mahesh Chand Mittal
- Nishant Mittal
- Suman Mittal

b. Transactions /Balances outstanding with Related Parties.

(Rs. in Lacs)

Particulars	Subsidiaries	Key Management Personnel	Enterprise having common Key Management Personnel	Total
	Amount	Amount	Amount	Amount
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Loans & Advances	307.25	-	-	307.25
(Increase due to currency fluctuation)				
Unsecured Loans repayment	-	0.90	-	0.90
Managerial Remuneration				
Salary / contribution to provident fund	-	8.00	-	8.00

- **G.** In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of amount reasonably necessary.
- H. Previous Year's figures have been regrouped/rearranged wherever necessary.

SIGNATURE TO NOTES 1 TO 27

For and on behalf of Board of Directors

Sd/(NISHANT MITTAL)
Managing Director
(Din: 02766556)
Flat No.603, Tower-2, Orange County,
Ahinsa Khand-1, Near Aditya Cinemas,
Indirapuram, Shipra Sun City,
Ghaziabad - 201014 (U.P.)

Sd/(MAHESH CHAND MITTAL)
Whole Time Director & CFO
(Din: 00284866)

Flat No.603, OC-2, Orange County, Ahinsa Khand-1, Indirapuram, Ghaziabad - 201014 (U.P.) Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed. For V. S. Gupta & Co., Chartered Accountants,

PLACE: Muradnagar DATE: 30th May, 2019 Sd/-(CA. Hemant Kumar Gupta) Partner. Membership No. 071580 Firm Reg. No. 00724C

### Statement of Changes in Equity for the period ended 31st March 2019

# A. Equity Share Capital (In Rupees)

Balance as at 1st April, 2018	Changes in Equity Share Capital during the year	Balance as at 31st March 2019
346091760.00	-	346091760.00

#### B. Other Equity

		Reserves & Surplus		
	General Reserves	Currency Fluctuation Reserve	Retained Earnings	
Balance as at 1st April, 2018	0.00	160576524.00	59194505.00	219771029.00
Changes in accounting policy or prior period errors	0.00	0.00	-377.00	-377.00
Restated balance as at 1st April, 2018	0.00	160576524.00	59194128.00	219770652.00
Total Comprehensive Income for the year	0.00	0.00	2407082.90	2407082.90
Amalgamation Reserve	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00
Balance as at 31st March, 2019	0.00	160576524.00	61601210.90	222177734.90

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

## A. Equity Share Capital (In Rupees)

Balance as at 1st April, 2017	Changes in Equity Share Capital during the year	Balance as at 31st March 2018
70.00	346,091,690.00	346091760.00

#### **B.** Other Equity

	Reserves & Surplus			Total
	General Reserves	Currency Fluctuation Reserve	Retained Earnings	
Balance as at 1st April, 2017	0.00	0.00	0.00	0.00
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00
Restated balance as at 1st April, 2017	0.00	0.00	0.00	0.00
Total Comprehensive Income for the year	0.00	0.00	372467.00	372467.00
Dividends	0.00	0.00	0.00	0.00
Amalgamation Reserve	0.00	0.00	58822038.00	58822038.00
Currency Fluctuation Reserve	0.00	160576524.00	0.00	160576524.00
Balance as at 31st March, 2018	0.00	160576524.00	59194505.00	219771029.00

# SYBLY INTERNATIONAL FZE DIRECTORS' REPORT

The Directors have immense pleasure in presenting the Annual Report and Audited Accounts of Sybly International FZE (Sharjah)for the year ended 31st March 2019.

#### **CURRENT BUSINESS SCENARIO AND FUTURE OUTLOOK**

The Company has incurred net loss amounting to AED 10,09,180 (INR1,90,38,080) during the year. No material changes have occurredsince the date of the Balance Sheet till the date of this report, which has any adverse effect on the working of the Company.

#### PERSONNEL

The staff of the Company is working in ex-officio capacity and all employees are of the parent company.

#### **AUDITORS REPORT**

The Auditors Report read with the "Notes to the Accounts" are self-explanatory and general in nature and to not call for further explanation. Auditors have not made any qualifications or observations, which have any adverse effect on the Annual Accounts for theyear ended 31st March 2019.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

The Board of Directors of the Company confirms -

- i) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith properexplanation relating to material departures;
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with theprovisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the directors had prepared the annual accounts on a going concern basis.

#### PARTICULARS OF EMPLOYEES U/S 197 OF THE COMPANIES ACT, 2013

As the Company registered outside India, the disclosures required to be made in accordance with Companies (Management & Administration) Rules, 2014 are not relevant. However there is no employee covered under the above rules.

#### DISCLOSURE OF PARTICULARS

As the Company registered outside India, the disclosures required to be made in accordance with Section 134 of the Companies Act, 2013 are not relevant. Hence the same has not been furnished.

#### **ACKNOWLEDGEMNET**

Your Directors acknowledge with gratitude the support received at all times from various departments of the Centre, State and UnionTerritory Government, Government Agencies and other Organisation.

For and on behalf of Board of Directors

Sd/-MANAGER

Dated: 29th August, 2019

### INDEPENDENT AUDITOR'S REPORT

To
The Manager
M/s. Sybly International FZE
Hamriyah Free Zone
Sharjah, United Arab Emirates

#### Report on the Audit of the Financial Statements

#### **Opinion**

We have audited the financial statements of M/s. Sybly International FZE, Hamriyah Free Zone, Sharjah, U.A.E. (the "Establishment"), which comprise the statement of financial position as at March 31, 2019 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

#### **Disclaimer of Opinion**

We do not express an opinion on the accompanying financial statements of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements

#### **Basis for Opinion**

Due to unavailability of appropriate supporting/evidence mentioned below, we are not in a position to form an opinion on the financial statements:

- 1. We have not been provided with the bank statements, confirmation from trade receivables, confirmation from related parties balances as on March 31, 2019.
- 2. Company have not renewed its trade license after December 19, 2012.

# Responsibilities of Management and Those Charged with Governance for the Financial Statements Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Establishment'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 Establishment or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Establishment's financial reporting process.

#### **Auditor's Responsibilities 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 in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise

from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that
  are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
  effectiveness of the Establishment's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Establishment's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Establishment to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

For FALCON INTERNATIONAL CONSULTING & AUDITING
Chartered Accountants

Sd/-Managing Partner (Rakesh Jain) Reg. No: 606

May 26, 2019

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

STATEMENT OF FINANCIAL POSITION AS ON MARCH 31, 2019

	Notes	31-03-2019 AED	31-03-2018 AED
NON-CURRENT ASSETS		-	-
CURRENT ASSETS			
Trade receivables	4	1,21,73,000	1,32,00,558
Cash and cash equivalents	5	4,369	9,341
		1,21,77,369	1,32,09,899
TOTAL ASSETS		1,21,77,369	1,32,09,899
CURRENT LIABILITIES			
Other payables	6	60,558	85,558
Bank borrowings	7	5,046	3,396
Due to related parties	8	2,72,31,476	2,72,31,476
		2,72,97,080	2,73,20,430
NON-CURRENT LIABILITIES		-	-
TOTAL LIABILITIES		2,72,97,080	2,73,20,430
SHAREHOLDER'S FUND			
Share Capital		35,000	35,000
Retained earnings	9	-1,51,54,711	-1,41,45,531
		-1,51,19,711	-1,41,10,531
TOTAL EQUITY AND LIABILITIES		1,21,77,369	1,32,09,899

The accompanying notes form an integral part of these financial statements.

The report of the independent auditor is set out on page 1 & 2.

Approved by the Management on May 26, 2019 For SYBLY INTERNATIONAL FZE

Sd/-

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED MARCH 31, 2019

	Notes	31-03-2019 AED	31-03-2018 AED
Sales		-	-
Cost of sales			-
Gross profit/(loss)		-	-
Expenses			
General & administrative expenses	10	10,07,530	1,35,12,728
Finance cost	11	1,650	1,530
Total operating expenses		10,09,180	1,35,14,258
Net Profit/(Loss) for the year		-10,09,180	-1,35,14,258

The accompanying notes form an integral part of these financial statements.

The report of the independent auditor is set out on page 1 & 2.

Approved by the Management on May 26, 2019 For SYBLY INTERNATIONAL FZE

Sd/-

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

### STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2019

	Capital	Retained Earnings	Total AED
Balance as on 01-04-2017	35,000	-6,31,273	-5,96,273
Net Profit/(Loss) for the year	-	-1,35,14,258	-1,35,14,258
Balance as on 31-03-2018	35,000	-1,41,45,531	-1,41,10,531
Net Profit/(Loss) for the year	-	-10,09,180	-10,09,180
Balance as on 31-03-2019	35,000	-1,51,54,711	-1,51,19,711

The accompanying notes form an integral part of these financial statements.

The report of the independent auditor is set out on page 1 & 2.

Approved by the Management on May 26, 2019 For SYBLY INTERNATIONAL FZE

Sd/-

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

	31-03-2019	31-03-2018
	AED	AED
Cash flows from operating activities		
Net Profit/(Loss) for the year	-10,09,180	-1,35,14,258
Funds generated from operations	-10,09,180	-1,35,14,258
Changes in working capital		
(Increase) / decrease in trade receivables	10,27,558	1,35,30,558
Increase / (decrease) in trade payables	-	-
Increase / (decrease) in other payables	-25,000	(15,000)
Net cash inflow / (outflow) from working capital activities	10,02,558	1,35,15,558
Net cash inflow / (outflow) from operating activities	-6,622	1,300
Cash flows from investing activities	-	-
Cash flow from financing activities		
Increase / (decrease) in bank overdraft	1,650	1,530
Net cash inflow / (outflow) from financing activities	1,650	1,530
Net Increase / (decrease) in cash and cash equivalents	-4,972	2,830
Cash & bank balances at the beginning of the year	9,341	6,511
Cash and cash equivalents at the end of the year	4,369	9,341
Represented By:		
Cash and cash equivalents (Note No. 5)	4,369	9,341

The accompanying notes form an integral part of these financial statements.

The report of the independent auditor is set out on page 1 & 2.

Approved by the Management on May 26, 2019 For SYBLY INTERNATIONAL FZE

Sd/-

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

# Notes to the Financial Statements for the year ended March 31, 2019

#### 1. LEGAL STATUS & BUSINESS ACTIVITIES

a) **Sybly International FZE** ("the Establishment") was registered with the Hamriyah Free Zone Authority, Sharjah, U.A.E., (License No.5791) as a free zone establishment on December 20, 2009.

The license of the company was valid upto December 19, 2012 and thereafter license was not renewed.

- b) The establishment is mainly engaged in the activity of general trading.
- c) The management and control of the establishment is vested with the Manager Mr. Mukesh Garg (Indian national).
- d) The registered office address of the company is P.O. Box. 50990, Hamriyah Free Zone, Sharjah, United Arab Emirates.

#### 2. SHARE CAPITAL

Authorised, issued and paid up capital of the Company is AED 35,000 divided into 1 share of AED 35,000 each fully paid and held by the Owner as follows:

Sl No.	Name of the Shareholder	Nationality	No. of Shares	Amount (AED)	%
1.	M/s. Space Incubatrics				
	Technologies Limited	Indian co.	1	35,000	100
	-		1	35,000	100

#### 3. SIGNIFICANT ACCOUNTING POLICIES:

The financial statements are prepared under the historical cost convention, and in accordance with International Financial Reporting Standards issued or adopted by the International Accounting Standards Board (IASB). The significant accounting policies adopted, and those have been consistently applied, are as follows:

#### 3.1 Property, plant and equipment

The establishment does not posses any property, plant and equipment as on balance sheet date.

#### 3.2 Revenue

The company has not earned any revenue during the year.

## 3.3 Foreign Currency transactions

Transactions in foreign currencies are translated into UAE Dirham at the rate of exchange ruling on the date of the transactions.

Monetary assets and liabilities expressed in foreign currencies are translated into UAE Dirham's at the rate of exchange ruling at the balance sheet date.

Gains or losses resulting from foreign currency transactions are taken to the income statement.

#### 3.4 Cash and Cash Equivalents

Cash and cash equivalents comprise cash, bank current accounts and bank deposits free of encumbrance with a maturity date of three months or less from the date of deposit.

#### 3.5 Trade receivables

Trade receivables are stated at cost, being the fair value less impairment allowances. All trade receivables are subject to confirmation in the absence of independent confirmation from them. During the year management has provided provision for doubtful debts of AED 10.000,000.

## 3.6 **Due to related parties**

All dues from related parties are subject to confirmation in the absence of independent confirmation from them.

#### 3.7 Financial Instruments

Financial assets and financial liabilities are recognized when, and only when, the company becomes a party to the contractual provisions of the instrument.

Financial assets are de-recognized when, and only when, the contractual rights to receive cash flows expire or when substantially all the risks and rewards of ownership have been transferred. Financial liabilities are de-recognized when, and only when, they are extinguished, cancelled or expired.

Current and non-current financial assets that have fixed or determinable payments and for which there is no active market, which comprise trade and other receivables and related party receivables, are classified as loans and receivables and stated at cost or, if the impact is material, at amortised cost using the effective interest method, less any write down for impairment losses plus reversals of impairment losses.

Impairment losses and reversals thereof are recognized in the income statement. Current and non-current financial liabilities, which comprise current and non-current bank borrowings, trade and other payables and shareholders' current accounts, are measured at cost or, if the impact is material, at amortised cost using the effective interest method.

# 3.8 Significant judgments and key assumptions

The significant judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

## *Impairment*

At each balance sheet date, management conducts an assessment of property, plant, equipment and all financial assets to determine whether there are any indications that they may be impaired. In the absence of such indications, no further action is taken. If such indications do exist, an analysis of each asset is undertaken to determine its net recoverable amount and, if this is below it carrying amount, a provision is made. In the case of loans and receivables, if an amount is deemed irrecoverable, it is written off to the income statement or, if previously a provision was made, it is written off against the provision. Reversals of provisions against loans and receivables are made to the extent of the related amounts being recovered.

Key assumptions made concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

# **Doubtful Debt Provisions**

Management regularly undertakes a review of the amounts of receivables owed to the Company from third parties and assesses the likelihood of non-recovery. Such assessment is based upon the age of the debts, historic recovery rates and assessed creditworthiness of the debtor. Based on the assessment assumptions are made as to the level of Provisions required.

### *Impairment*

Assessments of net recoverable amounts of property, plant, equipment and all financial assets other than loans and receivables (see above) are based on assumptions regarding future cash flows expected to be received from the related assets.

# SYBLY INTERNATIONAL FZE HAMRIYAH FREE ZONE, SHARJAH, U.A.E

	Notes related to the financial statements (continued) for the year ended March 31, 2019				
	· , , , , , , , , , , , , , , , , , , ,	31-03-2019	31-03-2018		
		AED	AED		
4	TRADE RECEIVABLES				
	Sundry debtors	1,31,73,000	2,67,06,116		
	Less : Provision for doubtful debts	(10,00,000)	(1,35,05,558)		
		1,21,73,000	1,32,00,558		
	AGEING ANALYSIS				
	Due for more than six months	1,21,73,000	1,32,00,558		
		1,21,73,000	1,32,00,558		
5	CASH AND CASH EQUIVALENTS				
	Cash in hand	4,369	9,341		
	Oddi iii iidiid	4,369	9,341		
6	OTHER PAYABLES	4,000	3,041		
0	Accruals	CO EEO	05 550		
	Accidais	60,558 60,558	85,558 85,558		
_	DANK OVEDDDAFT	60,556	00,000		
7	BANK OVERDRAFT				
	Bank overdraft*	5,046	3,396		
		5,046	3,396		
	* In the absence of bank statements, bank balance is subject to cor	firmation			
8	DUE TO RELATED PARTIES				
	Due to related parties	2,72,31,476	2,72,31,476		
		2,72,31,476	2,72,31,476		
9	RETAINED EARNINGS		_		
	Opening balance	-1,41,45,531	-6,31,273		
	Net Profit/(Loss) for the year	-10,09,180	-1,35,14,258		
	Closing balance	-1,51,54,711	-1,41,45,531		
10	GENERAL & ADMINISTRATIVE EXPENSES				
	Legal & professional charges	5,000	5,000		
	Miscellaneous expenses	2,530	2,170		
	Provision for doubtful debts	10,00,000	1,35,05,558		
	1 TOVIDION FOR GOODLIGH GOODLI	10,07,530	1,35,12,728		
11	Finance cost	. 3,07,000	1,00,12,120		
• • •		4.650	1 520		
	Bank charges	1,650 1,650	1,530		
		1,050	1,530		

#### 12 CONTINGENT LIABILITY

Except for the ongoing business obligations which are under normal course of business against which no loss is expected, there has been no other known contingent liability or capital commitment on company's account as of balance sheet date.

#### 13 DUE TO RELATED PARTIES

The company enters into transaction with companies and entities that fall within the definition of a related party. Related parties comprise companies and entities under common ownership and/or common management and control their partners and key management personnel. The company believes that the terms of such transactions are not significantly different from those that could have been obtained from third parties.

At the balance sheet date due to related parties are as under:

Due to related parties

2,72,31,476

2,72,31,476

The company provides /receives funds to/ from related parties as and when required as working capital facilities

#### 14 FINANCIAL INSTRUMENTS

Financial instruments of the company comprises of cash balances, trade receivables, other payables and due to related parties.

#### Risk Management

#### Credit risk

The financial assets that potentially expose the company to credit risk comprise principally of bank accounts and trade receivables.

The company's bank accounts are placed with high credit quality financial institutions.

#### 15 Exchange rate risk

There are no significant exchange rate risks as substantially all financial assets and financial liabilities are denominated in Arab Emirates Dirhams.

#### 16 Interest rate risk

The company is not exposed to any interest rate risk.

17 All the figures are expressed in AED and Fills have been rounded of to the nearest AED.

#### **18 COMPARATIVE AMOUNTS**

Figures of the previous year are regrouped /reclassified wherever necessary to confirm the current year's presentation.

Approved by the Management on May 26, 2019 For SYBLY INTERNATIONAL FZE

Sd/-

Manager

#### INDEPENDENT AUDITOR'S REPORT

To the Members of SPACE INCUBATRICS TECHNOLOGIES LIMITED REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

#### **Opinion**

We have audited the accompanying consolidated financial statements of M/s SPACE INCUBATRICS TECHNOLOGIES LIMITED, which
comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss, Consolidated
Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant
accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards('Ind AS') specified under Section 133 of the Act,

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- b) In the case of the Consolidated Profit and Loss Account, of the LOSS for the period ended on that date and
- c) In the case of Consolidated Cash Flow Statement, for the cash flows for the year ended on that date.
- d) And the changes in equity for the year ended on that date.

#### **Basis for Opinion**

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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.

#### **Key Audit matters**

3. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Information other than the Consolidated Financial Statements and Auditors' Report thereon

4. The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

5. The company's Board of Directors are responsible for the matters in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including Accounting Standards specified in under Section 133 of the Act. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates are reasonable and prudent and design, implementation and maintenance of internal control, that were operating efficiently for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These

financial statements have been used for the purpose of preparation of the consolidated financial statements by the directors of the company, as aforesaid.

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

The Board of Directors are also responsible for overseeing the financial reporting process.

#### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in
  the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion
  on whether the company has adequate internal financial controls system in place and the operating effectiveness of such
  controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit
  evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the
  Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw
  attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to
  modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However,
  future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### Other Matters

We did not audit the financial statements of subsidiary "Sybly International FZE", whose financial statements reflects total assets of Rs. 22,97,24,849, total revenue of Rs. NIL as considered in the consolidated financial statements in respect of subsidiary, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Further, this subsidiary, is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in United Arab Emirates and which have been audited by other auditor under generally accepted auditing standards applicable in United Arab Emirates. The Holding Company's management has converted the financial statements of such subsidiary, located outside India from accounting principles generally accepted in United Arab Emirates

to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management.

Our opinion, and matters identified and disclosed under key audit matters section above, in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us. Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiary, we report, to the extent applicable,
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our b) examination of those books and the reports of the other auditor.
  - c) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
  - In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Companies d) Act 2013.
  - On the basis of written representations received from the directors of the Holding Company and taken on record by the board e) of directors of the Holding Company as on March 31, 2019, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.
  - With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and the operating f) effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - With respect of the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of the information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary:
    - the Company does not have any pending litigations which would impact its financial position.
    - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. there were no amounts which required to be transferred to Investor Education and Protection Fund.

For V. S. Gupta & Co., **Chartered Accountants,** Sd/-

(CA. Hemant Kumar Gupta) Partner. Membership No. 071580

Firm Reg. No. 00724C

Place: MEERUT Dated: 30th May, 2019

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

#### To the Members of SPACE INCUBATRICS TECHNOLOGIES LIMITED

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

We have audited the Internal Financial Controls over financial reporting of "Space Incubatrics Technologies Limited", as of 31st March, 2019 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

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

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

#### Auditors' Responsibility

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

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

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

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

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

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

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

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

#### Opinion Property of the International Contract of the Internationa

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 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 V. S. Gupta & Co., Chartered Accountants, Sd/-(CA. Hemant Kumar Gupta) Partner. Membership No. 071580 Firm Reg. No. 00724C

Place: MEERUT Dated: 30<sup>th</sup> May, 2019

CONSOLIDATED BALANCE SHEET	AS AT	31ST	MARCH,	2019

	Particulars	Note No.	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
(1)	ASSETS				
	Non-current assets				
	(a) Property, Plant & Equipment		-	-	-
	(b) Capital work- in-progress		-	-	-
	(c) Financial Assets				
	(i) Non-current Investments	4	5,000,000.00	5,000,000.00	-
	(ii) Long Term Loans & Advances	5	76,382,328.00	77,654,964.00	-
	(d) Deferred Tax Assets (Net)		-	-	-
	(e) Other Non-current Assets	6	15,647.00	20,862.00	26,077.00
	Total Non-current Assets		81,397,975.00	82,675,826.00	26,077.00
(2)	CURRENT ASSETS				
	(a) Inventories	7	-	-	-
	(b) Financial Assets				
	(i) Trade Receivables	8	229,819,428.00	234,129,057.00	-
	(ii) Cash and Cash Equivalents	9	90,432.00	165,744.00	70.00
	(iii) Bank Balances other than (ii) above	10	1,280.49	41,768.00	-
	(iv) Loans and Advances	11	2,500,000.00	11,700.00	_
	(c) Other Current Assets	12	3,046,253.41	70,972.00	_
	Total Current Assets	12	235,457,393.90	234,407,541.00	70.00
	Total Assets		316,855,368.90	317,083,367.00	26,147.00
(1)	Equity (a) Equity Share Capital (b) Other Equity Share application money pending allotment Total Equity LIABILITIES	13 14	346,091,760.00 (32,809,830.10) 	346,091,760.00 (30,986,754.00) - 315,105,006.00	70.00 - - <b>70.00</b>
(2)	Non-current Liabilities (a) Financial Liabilities (i) Borrowings (b) Provisions (c) Deferred Tax Liabilities (Net)	15 16	124,027.00	213,687.00	9,077.00 - -
	Total Non-current Liabilities		124,027.00	213,687.00	9,077.00
(3)	Current liabilities (a) Financial Liabilities (i) Borrowings (ii) Trade Payables (b) Other current liabilities (c) Current Tax Liabilities (Net)  Total Current Liabilities	17 18 19 20	1,070,992.00 1,532,688.00 845,732.00 3,449,412.00	30,500.00 1,605,002.00 129,172.00 1,764,674.00	17,000.00 - 17,000.00
	TOTAL EQUITY & LIABILITIES		316,855,368.90	317,083,367.00	26,147.00
	TOTAL EQUITE & LIABILITIES		310,833,308.90	317,003,307.00	20,147.00
Vote	to Accounts and Significant Accounting Policies No. 27 forms an integral part of these Financial nents	1,2,3	-	-	

Sd/(NISHANT MITTAL)
Managing Director
(Din: 02766556)
Flat No.603, Tower-2, Orange County,
Ahinsa Khand-1, Near Aditya Cinemas,
Indirapuram, Shipra Sun City,
Ghaziabad - 201014 (U.P.)

Sd/(MAHESH CHAND MITTAL)
Whole Time Director & CFO
(Din: 00284866)
Flat No.603, OC-2, Orange County,
Ahinsa Khand-1, Indirapuram,
Ghaziabad - 201014 (U.P.)

Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed. For V. S. Gupta & Co., Chartered Accountants,

PLACE: Muradnagar DATE: 30th May, 2019

(CA. Hemant Kumar Gupta)
Partner.
Membership No. 071580

Firm Reg. No. 00724C

#### STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

	Particulars	Note No.	For the Year ended 31.03.2019	For the year ended 31.03.2018
	REVENUE			
I.	Revenue from Operations			
	Sales & Services		270,000.00	-
			270,000.00	-
II.	Other Income	22	6,991,639.00	710,484.00
III.	Total Revenue (I+II)		7,261,639.00	710,484.00
	EXPENSES			
	Employee benefits expenses	23	1,770,275.00	28,920.00
	Finance Costs	24	31,939.70	27,267.00
	Depreciation and Amortization Expenses		-	-
	Other expenses	25	21,244,689.40	239,845,593.00
IV.	Total Expenses		23,046,904.10	239,901,780.00
V.	Profit before exceptional items and Tax (III-IV)		(15,785,265.10)	(239,191,296.00)
VI.	Exceptional Items	26		-
VII.	Profit before Tax (PBT) (V <u>+</u> VI)		(15,785,265.10)	(239,191,296.00)
VIII.	Tax Expense of continuing operations			
	Current Tax		845,732.00	129,172.00
	MAT Credit Entitlement		-	-
	Deferred Tax		-	-
IX.	Profit/(loss) for the period from continuing operations (VII-VIII)		(16,630,997.10)	(239,320,468.00)
Х.	Profit /(loss) from discontinued operations		-	-
XI.	Tax expense of discontinued operations		-	-
XII.	Profit /(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII.	Profit/(loss) for the period [Profit After Tax (PAT)] (IX+XII)		(16,630,997.10)	(239,320,468.00)
XIV.	Other Comprehensive Income		-	-
XV.	Total Comprehensive Income for the period (XIII+XIV) (Comprising		(16,630,997.10)	(239,320,468.00)
	Profit (Loss) and Other Comprehensive Income for the period)			
XVI.	Earnings per equity share (for continuing operation)			
	(1) Basic		(0.48)	(6.91)
	(2) Diluted		-	-
XVII.	Earnings per equity share (for discontinued operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII.	Earnings per equity share (for discontinued & continuing operations)			
	(1) Basic		(0.48)	(6.91)
	(2) Diluted		-	-

(NISHANT MITTAL)
Managing Director
(Din: 02766556)
Flat No.603, Tower-2, Orange County,
Ahinsa Khand-1, Near Aditya Cinemas,
Indirapuram, Shipra Sun City,
Ghaziabad - 201014 (U.P.)

Sd/-

Sd/-(MAHESH CHAND MITTAL) Whole Time Director & CFO (Din: 00284866) Flat No.603, OC-2, Orange County, Ahinsa Khand-1, Indirapuram, Ghaziabad - 201014 (U.P.) Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed.

For V. S. Gupta & Co.,

Chartered Accountants,

PLACE : Muradnagar DATE : 30th May, 2019

(CA. Hemant Kumar Gupta)

Partner.

Membership No. 071580 Firm Reg. No. 00724C

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	ared pursuant to Listing Agreement		2018-2019 AMOUNT(Rs.)		2017-2018 AMOUNT(Rs.)
A.	CASH FLOW FROM OPERATION ACTIVITIES: Net Profit before Tax and Extraordinary items Adjustment for:		(15,785,265.10)		(239,191,296.00)
	Depreciation Finance Charges	- -	-	-	-
	Adjustment for: Interest received	(6,991,639.00)	(5.004.530.00)	(710,484.00)	/740 404 00\
	Adjustment For Previous Year: Previous year adjustments	(377.00)	(6,991,639.00)	-	(710,484.00)
	Cash Flow From Exceptional items	(377.00)	(22,777,281.10)	-	(239,901,780.00)
	Operating Profit before Working Capital Changes Adjustment for:		( -,,,20)		( ==,===,===,===,===,
	Trade receivables Loans & Advances	4,309,629.00 (1,227,364.00)		(234,129,057.00) (77,654,964.00)	
	Inventories Other current assets Trade Payable	(2,975,281.41) 1,040,492.00		(70,972.00) 13,500.00	
	Other current liabilities Long-term provisions	(72,314.00)	4 704 724 50	1,605,002.00	(240 407 240 00)
	Current Tax Liabilities (Net) Cash generated from operations Taxes Paid	716,560.00	1,791,721.59 (20,985,559.51) 845,732.00	129,172.00	(310,107,319.00) (550,009,099.00) 129,172.00
В.	Cash flow from operating activities CASH FLOW FROM INVESTING ACTIVITIES:	_	(21,831,291.51)	-	(550,138,271.00)
	Interest received Purchase/Sale of Investments Net Cash sued in Investing activities	6,991,639.00	6,991,639.00 _	710,484.00 (5,000,000.00)	(4,289,516.00)
c.	CASH FLOW FROM FINANCING ACTIVITIES: Equity Share Capital (including share application				
	money) Amalgamation Reserve Borrowings/(Repayment) of Loans	- (89,660.00)		346,091,690.00 47,759,604.00 204,610.00	
	Adjustment for Preliminary Expenses Currency Fluctuation Reserve Deferred tax liabilities	5,215.00 14,808,298.00	14,723,853.00	5,215.00 160,574,110.00	554,635,229.00
			(115,799.51)		207,442.00
	Opening Bal. of Cash and Cash equivalents Closing Bal. of Cash and Cash equivalents	207,512.00 91,712.49	(115,799.51)	70.00 207,512.00	207,442.00

For and on behalf of Board of Directors

Sd/(NISHANT MITTAL)
Managing Director
(Din: 02766556)
Flat No.603, Tower-2, Orange County,
Ahinsa Khand-1, Near Aditya Cinemas,
Indirapuram, Shipra Sun City,
Ghaziabad - 201014 (U.P.)

Sd/-(MAHESH CHAND MITTAL) Whole Time Director & CFO (Din : 00284866) lat No.603, OC-2, Orange Coun

Flat No.603, OC-2, Orange County, Ahinsa Khand-1, Indirapuram, Ghaziabad - 201014 (U.P.) Sd/-(KHUSHBU SINGHAL) Company Secretary (Memb. No. A25992)

As per our separate report of even date annexed. For V. S. Gupta & Co.,

Chartered Accountants, Sd/-(CA. Hemant Kumar Gupta)

Partner. Membership No. 071580 Firm Reg. No. 00724C

PLACE: Muradnagar DATE: 30th May, 2019

#### NOTE - 1 : FORMING PART OF THE CONSOLIDATED

#### BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

#### A. Basis of Consolidation:

The consolidated financial statement relate to Space Incubatrics Technologies Limited (the company) and its wholly owned subsidiary company i.e. Sybly International FZE.

#### (a) Basis of Accounting:

- (i) The financial statement of the subsidiary company used in the consolidation are drawn upto the same reporting date as of the company i.e. year ended March 31, 2019.
- (ii) The financial statements of the company and the subsidiary company have been prepared in accordance with the accounting standard issued by the Institute of Chartered Accountants of India, and generally accepted accounting principles.

#### (b) Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the company and its subsidiary company have been combined on a line-by-line basis adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra group transactions and unrealised profits or losses are fully eliminated.
- (ii) Investments in associate company have been accounted as per the Accounting Standard-13 "Accounting of Investments" Issued by the Institute of the Chartered Accountants of India.
- (iii) As the subsidiary is 100% subsidiary there is no minority interest in the net assets of consolidated subsidiary.
- (c) Information on the subsidiary:

% voting power held as at March 31, 2019

(i) Sybly International FZE

100.00

В

#### Note - 2: BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### (a) Basis of Preparation and Compliance with Ind AS

- i. For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the Accounting Standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.
- ii. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2018. Previous period figures have been restated according to Ind AS.
- iii. The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2017. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2018 and April 1, 2017 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2018.
- iv. The standalone financial statements were approved by the Board of Directors and authorized for issue on May 30, 2019.

#### (b) Basis of measurement

The Ind AS financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

#### (c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

#### (d) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

#### Note - 3: SIGNIFICANT ACCOUNTING POLICIES

#### (a) Revenue Recognition

Revenue is measured at fair value of consideration received or receivable.

#### (i) Sale of Services

The Company recognizes revenues on the sale of services, net of discounts.

#### (ii) Other Operating Revenue

Other Income is recognised as and when the same is accrued.

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

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any.

Freehold land is measured at cost and is not depreciated.

Cost includes purchase price, taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Interest cost incurred for constructed assets is capitalized up to the date the asset is ready for its intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

Depreciation is provided on the Straight Line Method (SLM) over the estimated useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

Capital work in progress Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

#### (c) Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### (d) Financial Instruments

#### i) Classification, Initial Recognition and Measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into

financial liabilities at fair value through profit or loss and other financial liabilities.

Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

**Financial assets at amortised cost:** Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

**Equity investments at fair value through other comprehensive income:** These include financial assets that are equity instruments and are irrevocably designated as such upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognized in the Statement of Profit and Loss when the right to receive payment has been established.

When the equity investment is derecognized, the cumulative gain or loss in equity is transferred to retained earnings.

**Financial assets at fair value through profit or loss:** Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

**Equity instruments:** An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct Financial Liabilities at fair value through profit or loss. Derivatives, including embedded derivatives separated from the host contract, unless they are designated as hedging instruments, for which hedge accounting is applied, are classified into this category. These are measured at fair value with changes in fair value recognized in the Statement of Profit and Loss.

**Financial guarantee contracts:** These are initially measured at their fair values and, are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognized less, the cumulative amount of income recognized.

Other financial liabilities: These are measured at amortized cost using the effective interest method.

#### ii) Determination of Fair Value:

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

#### iii) Derecognition of Financial Assets and Financial Liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

#### iv) Impairment of Financial Assets:

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

#### (e) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an

original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

#### (f) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### (g) Inventories

Inventories are valued at cost on FIFO basis.

#### (h) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligat ion that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Product warranty expenses: The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise, being typically up to four years.

#### (i) Foreign Currency

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.

Exchange differences are recognized in the Statement of Profit and Loss except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

#### (j) Income Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss. Current income taxes are determined based on respective taxable income of taxable entity.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed for the taxable entity. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### (k) Earnings PerShare

Basic earnings per share has been computed by dividing profit/loss for the year by the weighted average number of shares outstanding during the year.

Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

#### (I) Employee Benefits

#### i) Gratuity

Gratuity is a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. SITL have no obligation towards gratuity.

#### ii) Provident Fund and ESI

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund and ESI, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund and pension fund set up.

#### (m) Dividends

Any dividend declared or paid by the Company for any financial year is based on the profits available for distribution as reported in the statutory financial statements of Space Incubatrics Technologies Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Indian GAAP or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Space Incubatrics Technologies Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India, or Indian GAAP or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act. However, in the absence of inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

#### (n) Segments

The Company has been incorporated with the objects to develop and or get developed data communications services, incubation facilities, training and value added services in the field of app development. Software imports and exports with a special focus on startup units of the software industry, which arein same business segment.

#### (o) Investments in Subsidiaries, Joint Ventures and Associates

Investments in Subsidiaries, Joint Ventures and Associates are measured at cost as per Ind AS 27 – Separate Financial Statements.

#### (p) Transition to Ind AS

The Company has prepared the opening balance sheet as per Ind AS as at April 1, 2017 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required by Ind AS, and applying Ind AS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

#### Reconciliation between Previous GAAP and Ind AS

#### a) Equity Reconciliation

Particulars		As at March 31, 2018 As at April 1, 2017	
Equity as reported under previous GAAP		21, 97,71,029.00	NIL
Adjustments (+/-)		NIL	NIL
Equity under Ind AS		21, 97,71,029.00	NIL
b) Total Comprehensive Income Reconciliation			
Particulars Note		Year ended March 31, 2018	
Net profit after tax as reported under previous GAAP		3,72,467.00	
Adjustments (+/-)		Nil	
Total Comprehensive Income after tax as per Ind AS		3,72,467.0	00

	CONSOLIDATED NOTES TO THE ACCOUNTS						
	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017			
NOTE - 4	NON-CURRENT INVESTMENTS						
	Investment in Desire Retail Pvt. Ltd., 31250 5% Non Comulative Redeemable Pref. Shares of Rs. 100/- each, Paidup Rs.80/- per Share (Unquoted at cost)	2,500,000.00	2,500,000.00	-			
	Investment in Vishu Enterprises Pvt. Ltd., 31250 5% Non Comulative Redeemable Pref. Shares of Rs. 100/- each, Paidup Rs.80/- per Share (Unquoted at cost)	2,500,000.00	2,500,000.00	-			
		5,000,000.00	5,000,000.00				
NOTE - 5	LONG-TERM LOANS AND ADVANCES						
	(Unsecured, considered good)						
Α	Loans and advances to related parties	-	-	-			
В	Loans and advances to Others	76,382,328.00	77,654,964.00	-			
	TOTAL (A+B)	76,382,328.00	77,654,964.00				
NOTE - 6	OTHER NON-CURRENT ASSETS						
	Misc Expenditure						
	(to the extent not written off and adjusted)						
	Preliminary and Pre-operative Exp						
	Opening Balance/ Addition	20,862.00	26,077.00	-			
	Add: During The Year	-	-	26,077.00			
	Less: Written Off During the Year	5,215.00	5,215.00	-			
	TOTAL	15,647.00	20,862.00	26,077.00			
NOTE - 7	INVENTORIES						
			-				
	TOTAL		-	-			
NOTE - 8	TRADE RECEIVABLES						
	(Unsecured, considered good)						
Α	Trade receivables outstanding for more than six months from the date they became due for payment	229,642,428.00	234,129,057.00	-			
В	Trade Receivables (others)	177,000.00	-	-			
	TOTAL (A+B)	229,819,428.00	234,129,057.00				
NOTE - 9	CASH AND CASH EQUIVALENTS						
	Cash on hand	90,432.00	165,744.00	70.00			
	TOTAL	90,432.00	165,744.00	70.00			
NOTE - 10							
Α	Balance with Banks						
	(i) In Deposit Accounts	1,280.49	41,768.00	-			
В	Cheques, drafts on hand (i) Cheques on hand	-	-	_			
	TOTAL (A+B)	1,280.49	41,768.00	-			

NOTE - 11	SHORT-TERM LOANS AND ADVANCES			
	(Unsecured, considered good)			
Α	Loans and advances to Employees	-	-	
В	Prepaid Expenses	-	-	
С	Balances with Government Authorities	-	-	-
D	Loans and advances to Others	2,500,000.00	-	-
	TOTAL (A+B+C+D+E)	2,500,000.00	-	
NOTE - 12	OTHER CURRENT ASSETS	3,046,253.41	70,972.00	-
	TOTAL	3,046,253.41	70,972.00	-
	Particulars	As at	As at	As at
		31.03.2019	31.03.2018	31.03.2017
	SHARE CAPITAL			
(A)	Authorised, Issued, Subscribed and paid-up share capital and par value share			
	Authorised Share Capital	420 000 070 00	420 000 070 00	70.00
	4,20,00,007 Equity Shares of Rs. 10/- each (Prev. Year 4,20,00,007 Equity Shares of Rs. 10/- each)	420,000,070.00	420,000,070.00	70.00
	Issued, Subscribed and Paid-up Share Capital			
	3,46,09,176 Equity Shares of Rs. 10/- each	346,091,760.00	346,091,760.00	70.00
	(Prev. Year 3,46,09,176 Equity Shares of Rs. 10/- each )			
	TOTAL	346,091,760.00	346,091,760.00	70.00
	Number of shares outstanding as at the beginning of the year Add:	34,609,176.00	7.00	-
	Number of shares allotted as fully paid-up shares during the year as per Scheme of Merger	-	34,609,176.00	7.00
	Less:			
	Reduction of Capital as per Scheme of Demerger	-	7.00	-
	Number of shares outstanding as at the end of the period	34,609,176.00	34,609,176.00	7.00
Shares in th	ne company held by each shareholder holding more than 5% shares			
SL.	Name of the shareholder	Number of shares	Number of shares	Number of shares
NO.		as on	as on	as on
		31.03.2019	31.03.2018	31.03.2017
1	SUMAN MITTAL	3,923,924	3,871,924	1
2	MAHESH CHAND MITTAL	2,862,066	2,862,066	1
NOTE 14	OTHER FOLLITY			
	OTHER EQUITY Currency Eluctuation Pecanyo			
Α	Currency Fluctuation Reserve	160 574 110 00	160 574 110 00	
	Opening Balance	160,574,110.00	160,574,110.00	-
	Add : Addition during the year	30,764,000.00	160 574 110 00	
	Loss - Paduction during the year	191,338,110.00	160,574,110.00	-
	Less: Reduction during the year	15,955,702.00	160 574 440 00	
	Closing Balance	175,382,408.00	160,574,110.00	-

В	Surplus (Profit and Loss Account)			
	Opening Balance	(191,560,864.00)	-	-
	Add : Profit / (Loss) for the period	(16,630,997.10)	(239,320,468.00)	-
	Add:- Adjustment pursuant to the Scheme of Demerger (Refer Notes to Accounts)	-	47,759,604.00	-
		(208,191,861.10)	(191,560,864.00)	-
	Less: Previous year adjustments	377.00	-	-
	Closing Balance	(208,192,238.10)	(191,560,864.00)	-
	TOTAL (A+B)	(32,809,830.10)	(30,986,754.00)	-
	Particulars	As at	As at	As at
		31.03.2019	31.03.2018	31.03.2017
OTE - 15	LONG TERM BORROWINGS			
	Secured borrowings			
			-	-
		-	-	-
	Unsecured borrowings			
	Loans and advances from Body Corporates	92,880.00	92,880.00	-
	Loans and advances from related parties	31,147.00	120,807.00	9,077.00
	TOTAL	124,027.00	213,687.00	9,077.00
OTE - 16	LONG TERM PROVISIONS			
		-	-	-
			-	-
OTE - 17	SHORT-TERM BORROWINGS			
		-	-	-
OTE - 18	TRADE PAYABLES			
	Acceptances	-	-	-
	Other than Acceptances	1,070,992.00	30,500.00	17,000.00
		1,070,992.00	30,500.00	17,000.00
IOTE - 19	OTHER CURRENT LIABILITIES			
	Other Payables			
	Statutory remittances	174,600.00	58,600.00	-
	Others	1,358,088.00	1,546,402.00	-
	TOTAL	1,532,688.00	1,605,002.00	-
OTE - 20	SHORT TERM PROVISION			
	Provision for Income Tax	845,732.00	129,172.00	-
	TOTAL	845,732.00	129,172.00	-
OTE - 21	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)			
Α	Contingent Liabilities			
	(a) Claims against the company not acknowledged as debts		N	IL
	(b) Guarantees		N	IL
В	Commitment			
	(a) Estimated amount of contracts remaining to be executed on		N	IL
	capital account and not provided for			

	Particulars	As at 31.03.2019	As at 31.03.2018
NOTE - 22	OTHER INCOME		
	Interest Income	6,991,639.00	710,484.00
	TOTAL	6,991,639.00	710,484.00
NOTE - 23	EMPLOYEE BENEFIT EXPENSES		
	Salaries, Wages & Incentives	1,766,425.00	28,920.00
	Staff & Labour Welfare	3,850.00	-
	TOTAL	1,770,275.00	28,920.00
NOTE - 24	FINANCE COSTS		
NOIL 24	Bank Charges & Others	31,939.70	27,267.00
	TOTAL	31,939.70	27,267.00
NOTE - 25	OTHER EXPENSES		
	Auditors Remuneration	144,325.00	138,682.00
	Advertisement & Publicity	148,808.00	13,500.00
	Legal & Professional Charges	1,036,015.00	-
	Printing & Stationery Postage Expenses	65,000.00 106,037.80	-
	Secretarial Expenses	810,895.60	111,080.00
	Amount Written Off	5,215.00	5,215.00
	Bad Debts	18,864,900.00	239,538,628.00
	General Expenses	63,493.00	38,488.00
	TOTAL	21,244,689.40	239,845,593.00
NOTE - 26	EXCEPTIONAL ITEMS		
	TOTAL		-

#### Note - 27 Additional Information to the financial statements

- A. Confirmation of balances from some of parties appearing under the head current liabilities, sundry debtors, loans and advances are awaited.
- **B.** In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business and the provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- C. Managerial Remuneration : NIL
- **D.** During the current year no dividend is proposed to be paid hence not provided for.
- E. Expending and Earning in Foreign Currency:

	Current Year	Previous Year
	Rs. in Lacs	Rs. in Lacs
(a) Expenditure in Foreign Currency:		
Value of Imports on C.I.F. Basis	NIL	NIL
(b) Earning in Foreign Exchange:		
(i) Exports of Goods calculated on F.O.B. Basis	NIL	NIL
(ii) Interest Income	NIL	NIL

**F.** Disclosures in respect of related party as defined in Accounting Standard 18, with whom transactionswere carried out in the ordinary course of Business during the year as given below:-

#### Related party disclosures

- a. List of related parties
  - i. Subsidiaries

Sybly International FZE

- i.i Key Management Personnel
- Mahesh Chand Mittal
- Nishant Mittal
- Suman Mittal
- b. Transactions /Balances outstanding with Related Parties.

(Rs. in Lacs)

Particulars	Subsidiaries	Key Management Personnel	Enterprise having common Key Management Personnel	Total
	Amount	Amount	Amount	Amount
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Loans & Advances	307.25	-	-	307.25
(Increase due to currency fluctuation)				
Unsecured Loans repayment	-	0.90	-	0.90
Managerial Remuneration				
Salary / contribution to provident fund	-	8.00	-	8.00

- **G.** In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of amount reasonably necessary.
- H. Previous Year's figures have been regrouped/rearranged wherever necessary.

SIGNATURE TO NOTES 1 TO 27

For and on behalf of Board of Directors

Sd/-HANT M

(NISHANT MITTAL) Managing Director (Din: 02766556)

Flat No.603, Tower-2, Orange County, Ahinsa Khand-1, Near Aditya Cinemas, Indirapuram, Shipra Sun City, Ghaziabad - 201014 (U.P.) Sd/-

(MAHESH CHAND MITTAL)
Whole Time Director & CFO

(Din: 00284866) Flat No.603, OC-2, Orange County, Ahinsa Khand-1, Indirapuram,

Ghaziabad - 201014 (U.P.)

As per our separate report of even date annexed.

For V. S. Gupta & Co., Chartered Accountants,

Sd/-

(KHUSHBU SINGHAL)

**Company Secretary** 

(Memb. No. A25992)

PLACE: Muradnagar

DATE: 30th May, 2019

(CA. Hemant Kumar Gupta)

Partner.

Membership No. 071580

Firm Reg. No. 00724C

MARWARI SWAD

COLLEGE COLLEGE

CHOTA HARIDWAR

> JAIN SHIKANJI MURADNAGAR

GANGA CANAL

**DELHI - MEERUT ROAD** NH-58 Route Map for the Venue of AGM of Space Incubatrics Technologies Limited to be held on **TECHNOLOGIES LIMITED** 28th September, 2019 at 1.00 P.M at registered office of the Company at SPACE INCUBATRICS Guiding Map For SPACE INCUBATRICS TECHNOLOGIES LIMITED Pawan Puri, Muradnagar, Ghaziabad-201206 GANGA CANAL MATA-RAJESHWARI SCHOOL HANS INTER COLLEGE **DELHI - MEERUT ROAD** NH-58

# SPACE INCUBATRICS TECHNOLOGIES LIMITED CIN: U74999UP2016PLC084473

Registered Office: Pawan Puri, Muradnagar, Distt. Ghaziabad, Uttar Pradesh-201 206 (India)
Email-Spaceincubatrics@gmail.com, Website-www.spaceincubatrics.com,
Ph-01232-261288

#### PROXY FORM

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

#### Form No. MGT-11

#### 3<sup>rd</sup>ANNUAL GENERAL MEETING 28<sup>th</sup>SEPTEMBER, 2019

Na	ime of the member(s):	
Re	gistered address	
E-ı	mail Id	
Fo	lio no/ DPID- Client Id	
	e, being the member(s) of oint:	f shares of the above named Company, hereby
1)	Name:	E-Mail
	Address:	
	Signature:	Or failing him/her
1)	Name:	E-Mail
	Address:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup>**ANNUAL GENERAL MEETING** of the company to be held at registered office of the Company at PawanPuri, Muradnagar, Ghaziabad (U.P.)-201206 on Saturday, the 28<sup>th</sup> day of September, 2019, at 1:00 P.M. or at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolutions	For	Against
Ordinary			
1.	To receive, consider & adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors' and the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Dhan Pal Jain (DIN:07514659), who retires by rotation, and being eligible, offers himself for re-appointment.		

Special Business			
3.	Appointment of Mr. Mahesh Chand Mittal (DIN: 00284866) as a Director of the Company		
4.	Appointment of Mr. Mahesh Chand Mittal (DIN: 00284866) as Whole Time Director And Chief Financial officer		
5.	Appointment of Mr. Vinesh Mittal (Din: 00284896)as Director and Independent Director of the Company		
6.	Alteration in the Objects Clause of the Memorandum of Association of the Company		
7.	Alteration of Articles of Association of the Company Pursuant to The Companies Act, 2013		

Signed this	dav	of	2019
71811CG (1113	uuy	01	2010

Affix Revenue Stamp

#### Signature of shareholder

Signature of the Proxy Holder(s)

#### Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 3<sup>rd</sup> Annual General Meeting.
- 3. It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

#### **ATTENDANCE SLIP**

Folio No. /DP ID/Client ID:

Name & Address:

Name(s) of joint holder(s), if any:

No. of shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Third Annual General Meeting of the Company on Saturday, 28th September, 2019 at 1:00 P.M. at Pawan Puri, Muradnagar, Ghaziabad-201206 UP.

------

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

#### Notes:

- Please fill and sign this attendance slip and hand it over at the venue of the meeting.
- 2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

# SPEED POST

# SPACE INCUBATRICS TECHNOLOGIES LIMITED Pawan Puri, Muradnagar - 201206 Distt.: Ghaziabad (U.P.) If Undelivered, please return to :