



**MARGO FINANCE LIMITED**

# **ANNUAL REPORT** | **2019-20**



## CORPORATE INFORMATION

<b>Board of Directors</b>	Mr. Anil Kumar Jain	Chairman(Non-Executive)
	Mr. Shri Dass Maheshwari	Whole Time Director - Finance and
		Chief Financial Officer
	Mr. Govind Prasad Agrawal	Independent Director
	Mr. Ambarish Ratilal Sodha	Independent Director
	Mr. Venkiteswaran Venkitaswaran Parlikad	Independent Director upto 21/08/2020
	Mr. Sushilkumar Krishna Agrawal	Director
	Ms. Smita Kulkarni	Independent Director
	Mr. Anilkumar Gulati	Independent Director upto 11/09/2019

**Company Secretary** Mr. Kailash Rawat

**Auditors** M/s. Pawan Shubham and Co.  
Chartered Accountants  
603, Laxmi Deep Building,  
9, District Centre,  
Laxmi Nagar,  
Delhi 110092

**Bankers** Karnataka Bank Limited  
Canara Bank

**Registered Office** Office No. 3, Plot No. 266,  
Village Alte, Kumbhoj Road,  
Taluka: Hatkanangale,  
Dist. Kolhapur - 416 109  
Maharashtra

**Corporate Office** 2<sup>nd</sup> Floor, 15/76 Old Rajinder  
Nager, New Delhi 110060

**Registered and Share** Link Intime India Private Limited

**Transfer Agent** Noble Heights, 1<sup>st</sup> floor ,Plot No.  
NH-2, C- 1Block,LSC, Near  
Savitri Market, Janakpuri,  
New Delhi - 110058

**Corporate Identification Number:**

L65910MH1991PLC080534

**Website**

[www.margofinance.com](http://www.margofinance.com)

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## BOARD'S REPORT

### Dear Members,

The Directors of Margo Finance Limited ("your Company") present the 29<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### Financial Results

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2020 is summarized below:

(₹ In Lakhs, except EPS)		
Particulars	2019-2020	2018-2019*
Total Income	30.26	28.99
Profit/(Loss) before depreciation	(0.98)	(1.83)
Less : depreciation	0.70	0.89
Profit/(Loss) before tax	(1.68)	(2.72)
Less: Tax Expenses/ (Credit)	(1.73)	7.01
Profit/(Loss) after tax	0.05	(9.73)
Balance carried to the Balance Sheet	0.05	(9.73)
EPS (₹)	0.00	(0.21)

\*Figures of FY 2018-19 are restated as per IND AS

### Operations and the state of Company Affairs

The total income of your Company for the year ended 31<sup>st</sup> March, 2020 increased by 4.38% to ₹ 30.26 Lakhs as against ₹ 28.99 Lakhs in previous year. The total expenses of the Company increased to ₹ 31.94 Lakhs for the year ended March 31, 2020 from ₹ 31.71 Lakhs in the previous year. This resulted in marginal profit of ₹ 0.05 Lakhs for the year ended 31<sup>st</sup> March, 2020 as against net loss of ₹ 9.73 Lakhs in the previous year.

### Dividend

In order to conserve the resources, the Board of Directors of the Company has not recommended any dividend on the equity shares of the Company for the financial year under review.

### Transfer to Reserves

During the financial year ended on 31<sup>st</sup> March, 2020, no any amount has been transferred to the General Reserve / retained earnings of the Company.

### Share Capital

There was no change in capital structure of your Company during the year under review. As on 31<sup>st</sup> March, 2020, the paid up equity share capital of your Company is ₹ 4,57,00,000/- comprising of 45,70,000 Equity shares of Face Value of ₹ 10/- each. During the financial year 2019-20, your Company has not issued any equity shares with differential rights as to dividends, voting or otherwise, or any convertible securities, warrants or Sweat Equity shares. Your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme.

### Adoption of Indian Accounting Standards

In accordance with the notification issued by the Ministry of Corporate Affairs (MCA), your Company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards Rules, 2015) and Companies (Indian Accounting Standards) Amendment Rules, 2016. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014.

Accordingly, your Company has adopted Indian Accounting Standard ("Ind AS") with effect from 1st April, 2019 with the transition date of 1<sup>st</sup> April, 2018 and the Financial Statements for the year ended 31<sup>st</sup> March, 2020 have been prepared in accordance with Ind AS. The financial statements for the year ended 31<sup>st</sup> March, 2019 have been restated to comply with Ind AS to make them comparable.



## Directors and Key Managerial Personnel

During the year under review, Mr. G. P. Agrawal (DIN: 00008429) was re-appointed as a Non-Executive Independent Director of the Company for a Second term of five consecutive years w.e.f. 23<sup>rd</sup> August, 2019. His re-appointment as an Independent Director was duly approved by the members of the Company at the Annual General Meeting ("AGM") of the Company held on 13<sup>th</sup> August, 2019.

Pursuant to the recommendation of NRC, Mr. Ambarish Ratilal Sodha (DIN: 00489489) was appointed as an Additional Director of the Company and as a Non-Executive Independent Director of the Company for a first term of five consecutive years w.e.f. 11<sup>th</sup> September, 2019, subject to the approval of members of the Company. The resolution for the appointment of Mr. Ambarish Ratilal Sodha as an Independent Director of the Company w.e.f. 11<sup>th</sup> September, 2019 is placed before the members at the ensuing AGM.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") and articles of association of the Company, Mr. Sushilkumar Agrawal (DIN: 00400892) Non-Executive Non-Independent Director of the Company, retires by rotation at the ensuing AGM and being eligible, has offered himself for the re-appointment. The Board recommends his re-appointment for consideration at the ensuing AGM.

As required under the provisions of Listing Regulations, Companies Act, 2013 and Secretarial Standard - 2, details of Directors being appointed/re-appointed are provided in the Notice of Annual General Meeting.

Mr. Anil Kumar Gulati (DIN: 02739661), Non-Executive Independent Director of the Company resigned from the Directorship of the Company w.e.f. 11<sup>th</sup> September, 2019 due to personal reasons. The Board places on record its appreciation for the valuable guidance and contributions made by Mr. Anil Kumar Gulati as a Board Member during his association with the Company.

As on 31<sup>st</sup> March, 2020, Mr. Shri Dass Maheshwari, Whole Time Director & Chief Financial Officer and Mr. Kailash Rawat, Company Secretary & Compliance Officer are the Key Managerial Personnel (KMP) of the Company in terms of Section 203 of the Companies Act, 2013.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The said declarations were taken on record by the Board after assessing due veracity of the same. In the opinion of the Board, all Independent Directors are independent of the management.

Pursuant to Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended w.e.f. 1<sup>st</sup> December, 2019, Mr. S. K. Agrawal, Mr. G. P. Agrawal, Ms. Smita Kulkarni, Mr. V. V. Parlikad and Mr. Ambarish Sodha have registered themselves in the Independent Directors data bank maintained with the Indian Institute of Corporate Affairs (IICA).

## Number of Board Meetings

During the year under review, Five (5) Board Meetings were held on 13<sup>th</sup> May, 2019, 2<sup>nd</sup> July, 2019, 11<sup>th</sup> September, 2019, 27<sup>th</sup> November, 2019 and 4<sup>th</sup> February, 2020, the details of which are given in the Corporate Governance Report. The maximum gap between any two consecutive Board meetings did not exceed 120 days.

## Company's policy on appointment and remuneration of Directors and Key Managerial Personnel

Pursuant to Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee (NRC) has formulated "Nomination and Remuneration Policy" which deals *inter-alia* with the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <http://www.margofinance.com/upload/MFL%20Nomination%20and%20Remuneration%20Policy.pdf>

The salient features of the policy are as under:

### I. Criteria for appointment:

1. NRC shall identify, ascertain and consider the integrity, qualification, expertise and experience of the person for



the appointment as a Director of the Company and recommend to the Board his / her appointment. The Directors shall uphold ethical standards of integrity and probity and shall exercise their duties and responsibilities in the interest of the Company.

2. A person proposed to be appointed as Director should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. They shall possess appropriate core skills / expertise/ competencies / knowledge in one or more fields of finance, law, management, sales and marketing, administration, research and in the context of business and / or the sector in which the company operates. The NRC has the discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall comply with the provisions of the Act and Listing Regulations and any other laws if applicable for appointment of Director of the Company. The Company shall ensure that provisions relating to limit of maximum directorships, age, term etc. are complied with.

## **II. Remuneration of the Whole Time /Executive Director(s) / Managing Director :**

- a. The remuneration including commission payable to the Whole Time / Executive Director(s) / Managing Director shall be determined and recommended by the NRC to the Board for approval.
- b. While determining the remuneration of the Executive Directors, following factors shall be considered by the NRC/Board:
  - Role played by the individual in managing the Company including responding to the challenges faced by the Company.
  - Individual performance and company performance so that remuneration meets appropriate performance benchmarks.
  - Reflective of size of the Company, complexity of the sector/ industry/company's operations and the Company's financial position.
  - Consistent with recognized best industry practices.
  - Peer remuneration.
  - Remuneration involves balance between fixed and incentive pay reflecting performance objectives appropriate to the working of the Company and its goals.
  - Remuneration is reasonable and sufficient to retain and motivate directors to run the company successfully.

## **III. Remuneration to Non- Executive / Independent Directors:**

**Sitting Fees:** Independent Directors are entitled for sitting fees for attending meetings of the Board and Committee of the Board or for any other purposes as may be decided by the Board, of such sum as may be approved by the Board of Directors of the Company within the overall limits prescribed under the Act and the rules made there under, Listing regulations or other applicable law.

## **Annual Evaluation of Board Performance and its Committee and Individual Directors**

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to the provisions of Section 178(2) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, NRC decided to continue the existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5<sup>th</sup> January, 2017 and that only Board should carry out performance evaluation of the Board, its Committees and Individual Directors.

The performance evaluation sheets based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in the said manner. The performance of the Board, committees and individual directors was found satisfactory.



A meeting of the Independent Directors of the Company was held on 4<sup>th</sup> February, 2020, in which Independent Directors *inter-alia* reviewed performance of Mr. Anil Kumar Jain, Non-Executive Chairman and Mr. S. K. Agarwal, Non-Independent and the Board as a whole through performance evaluation sheets.

### **Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- such accounting policies as mentioned in the notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2020, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the Profit of the Company for the year ended on that date;
- the annual financial statements for the year ended 31<sup>st</sup> March, 2020, have been prepared on a going concern basis;
- internal financial controls to be followed by the Company have been laid down and that the said financial controls were adequate and were operating effectively;
- proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

### **Audit Committee**

During the year under review, Mr. Ambarish Sodha, Independent Director was appointed as Chairman of the Audit Committee and position of Ms. Smita Kulkarni, Independent Director was changed from Chairperson to Member of Audit Committee w.e.f. 27<sup>th</sup> November, 2019.

As on 31<sup>st</sup> March, 2020, the Audit Committee comprises of 5 (Five) members viz., Mr. Ambarish Ratilal Sodha, Non-Executive Independent Director as Chairman, Ms. Smita Kulkarni, Mr. Govind Prasad Agrawal and Mr. Venkiteswaran Venkitaswaran Parlikad, Non-Executive Independent Directors and Mr. Sushilkumar Agrawal as Non-Executive Non-Independent Director. More details on the Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

### **Statutory Auditors**

In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting ("AGM") held on 21<sup>st</sup> August, 2017, M/s. Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C) were appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 26<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM, subject to the ratification by members at every AGM.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated 7<sup>th</sup> May, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors in ensuing AGM of the Company. The Company has received a letter from M/s. Pawan Shubham & Co., Chartered Accountants confirming that they are eligible for continuing as Statutory Auditors of the Company.



## **Auditor's Report**

The Auditors' Report on the standalone financial statements of the Company for the year ended 31<sup>st</sup> March, 2020 forms part of this Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks or disclaimer. In terms of the provisions of Section 143(12) of the Act, no frauds have been reported by the Statutory Auditors in their report for the year under review. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

## **Secretarial Auditor and Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Act, read with rules thereunder, the Board at its meeting held on 27<sup>th</sup> November, 2019 has appointed M/s. Ashu Gupta & Co., Practicing Company Secretaries as Secretarial Auditors to conduct Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2020. The Secretarial Audit Report issued by Secretarial Auditors in Form No. MR-3 is provided as an “**Annexure 1**” to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 issued by Securities and Exchange Board of India (SEBI), M/s. Ashu Gupta & Co., Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2020, thereby confirming compliance of the applicable SEBI Regulations and circulars/guidelines issued thereunder by the Company.

## **Internal control systems and their adequacy**

Your Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

## **Public Deposits**

Your Company is a Non-deposit taking NBFC. During the year under review, Company has not accepted any deposits from public under Chapter V of the Act.

## **Subsidiaries**

During the year under review, your Company does not have any subsidiaries or joint ventures or associate companies as defined under the Act. However, the Company has framed a policy for determining material subsidiaries, which can be accessed at web-link given below:

<http://www.margofinance.com/upload/Margo%20Policy%20on%20Material%20Subsidiaries.pdf>

## **Corporate Governance Report**

Your Company has adopted best practices of Corporate Governance and complied with all the requirement of Corporate Governance laid down by SEBI. A Corporate Governance Report along with Statutory Auditors' Certificate confirming compliance of corporate governance for the year ended 31<sup>st</sup> March, 2020 is provided separately and forms integral part of this Annual Report.



## Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis Report containing information *inter-alia* on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended 31<sup>st</sup> March, 2020, is provided in a separate section forming integral part of this Annual Report.

### Extract of Annual Return

Pursuant to the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Extract of the Annual Return in Form MGT-9 as on 31<sup>st</sup> March, 2020 is annexed as an "**Annexure 2**" to this report and is also available on the website of the Company at <https://www.margofinance.com/investor-relations/>

In accordance with the provisions of Section 134(3)(a) of the Act, a copy of Annual Return for FY 2018-19 was hosted on the website of the Company and web-link to access the same is <http://www.margofinance.com/upload/MGT-7.pdf>. Further, a copy of Annual Return for the year ended 31<sup>st</sup> March, 2020 will be hosted on the website of the company [www.margofinance.com](http://www.margofinance.com)

### Vigil Mechanism/Whistle Blower Policy

Pursuant to the provision of Section 117(10) of the Act and Regulation 22 of the Listing Regulations, the Board of Directors of the Company has established Vigil Mechanism / Whistle Blower Policy. The details of the Vigil Mechanism / Whistle Blower Policy are provided in the Corporate Governance Report. The Vigil Mechanism / Whistle Blower policy can be accessed on the website of the Company at the web-link <http://www.margofinance.com/upload/Whistle%20Blower%20Policy%20Vigil%20Mechanism%20annexure-III.pdf>

### Related Party Transactions

All Related Party Transactions entered during FY 2019-20 were on arm's length basis and in the ordinary course of business. Further, there were no material related party transactions during FY 2019 - 20 under Section 188 of the Act and Regulation 23 of Listing Regulations. Hence, pursuant to the provisions of Section 134 of the Act, particulars of contracts/ arrangements with Related Parties are not required to be provided in Form AOC-2. The related party transactions are provided in the notes to the financial statements.

Prior approval of Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee and Board on quarterly basis. Your Company has adopted a policy on Related Party Transactions and is uploaded on the website of the Company at <http://www.margofinance.com/upload/Related%20Party%20Transaction-Policy.pdf>

### Particulars of Loans, Investments, Guarantees, Securities under Section 186 of the Companies Act, 2013

The Provisions of Section 186 of the Act with respect to the investments, is not applicable to the Company being a NBFC. The details of Investments made by the Company are provided in the notes to the financial statement. During the year under review, no loans were given to any person, nor any Guarantees or securities were provided by the Company.

### Risk Management

The Company has designed a Risk Management Policy to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses. Key business risks and their mitigation are considered in the annual business plans and in periodic management reviews.

### Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The requirement of constitution of Internal Complaints Committee is not applicable to Company.





During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on 31<sup>st</sup> March, 2020.

### **Conservation of Energy, Technology Absorption & Foreign Exchange Earning & Outgo**

The Company Operates in a Service Sector as a Non-Banking financial Company (NBFC) and therefore energy consumption is only limited to electricity required for office functioning for administration functions. However, necessary initiatives have been taken by the company from time to time for optimum utilization of energy. Since the conservation impact is minimal, it cannot be quantified. The company has not made any capital investment on energy conservation equipment. During the year under review, there was no foreign exchange inflow or outflow.

### **Particulars of Employees and Related Disclosures**

The information required pursuant to Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is provided as “**Annexure 3-(I)**” and “**Annexure 3-(II)**” to this report regarding remuneration of Directors, Key Managerial Personnel and other related disclosure.

### **Significant or Material Orders Passed by Regulators / Courts**

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### **Material Changes and Commitments Affecting the Financial Position of the Company**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2019-20 to which the Financial Statements relate and the date of the Board's Report.

### **Secretarial Standards**

During the year under review, your Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

### **General**

1. There was no change in the general nature of business of the Company during FY 2019-20.
2. The provisions pertaining to Corporate Social Responsibility (CSR) were not applicable to the Company during the year under review.

### **Acknowledgments and Appreciation**

Your Directors also place on record sincere appreciation for the contribution and commitment by all the employees of the Company.

Your Directors take this opportunity to thank Central and State Governments, customers, shareholders and bankers for their consistent support and co-operation to the Company.

For and on behalf of the Board of Directors  
**For Margo Finance Limited**

Place : Mumbai  
Date : 27<sup>th</sup> August, 2020

Anil Kumar Jain  
Chairman  
DIN: 00086106



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**For the financial year ended 31<sup>st</sup> March, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of The Companies  
(Appointment and Remuneration of Managerial Personnel Rules, 2014 and Regulation 24A of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,  
The Members,  
**Margo Finance Limited**  
2<sup>nd</sup> Floor, 15/76  
Old Rajinder Nagar,  
New Delhi -110060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Margo Finance Limited (hereinafter called the Company). 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 information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The 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, 2018; **(Not Applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
  - (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;