07.09.2020

To,
The Dept. of Corporate Services,
Bombay Stock Exchange Ltd.
Floor – 25, PJ Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 538786

Re: CITIZEN INFOLINE LIMITED

SUB: Submission of Audit Report [Regulation 34(1)] for the year ended on 31st March 2020

Dear Sir,

In pursuance of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the Annual Report of the Company for the financial year 2019-20 duly approved and adopted by the members in the Annual General Meeting of the Company to be held on Wednesday, September 30, 2020, as per provisions of the Companies Act, 2013.

Kindly take the same on your records.

Thanking you.

Yours Faithfully,
For Citizen Infoline Limited

CITIZEN INFOLINE LTD. AHMEDABAD

Omprakash Jain
Managing Director
DIN: 00171365

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

CITIZEN INFOLINE LIMITED

26th ANNUAL REPORT
2019-2020

Contents

Company Information

- **BOARD OF DIRECTORS: -**

Omprakash L Jain	-	Managing Director
Harsh O Jain	-	Director[1]
Ravindra O Jain	-	Director
Kasturi R Jain	-	Director
Vikas H Jirawala	-	Independent Director
Mitesh A Jain	-	Independent Director
Sandeep M Jain	-	Independent Director
Chandana Borah	-	Independent Director[2]

- **Chief Financial Officer**
  - Alpa Rajeshkumar Mehta

- **Company Secretary**
  - Reena Harsh Shah

- **AUDITORS:-**

M/S. MANTHAN M SHAH & ASSOCIATES
Chartered Accountants

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

- **BANKERS:-**
  - HDFC Bank

- **REGISTERED OFFICE:-**

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

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

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

[1] Resigned on 2 March 2020
[2] Resigned on 2 March 2020

Notice

Notice is hereby given that the **26th ANNUAL GENERAL MEETING** of the members of **CITIZEN INFOLINE LIMITED** will be held on 30th September 2020, Wednesday at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad-380006 at noon to transact the following business:

- **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet for the year ended **31st March 2020**, the Profit and Loss Account, the Statement of Change in Equity and Cash flow statement as at that date, notes thereon and the reports of the Directors and the Auditor thereon.

2. To appoint a director, Mr. Ravindra Jain (DIN –00412684) who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director, Mrs. Kasturi Jain (DIN – 06851177) who retires by rotation and being eligible, offers herself for re-appointment.

- **Special Business**

4. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution".

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 10 Crores (Rupees Ten Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities." "

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

5. **Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs 10 Crores (Rupees Ten Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

By the Order of the Board of Directors

Place: Ahmedabad
Date: 29/06/2020

Reena Shah
Company Secretary

NOTES:

1. Communication and updating of Communication records

1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent 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 a proxy for any other person or shareholder. The instrument of Proxy 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. A proxy form is annexed to this report Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.citizeninfoline.com and website of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com

1.2. For receiving all communication (including Annual Report) from the Company electronically:

a) Members who are holding shares in physical mode and who have not registered/updated their email address by sending copy of their share certificate, PAN card, mobile number through email to the acc@infoline.com. It will be subject to verification by the company.

b) Members who are holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

1.3. The member representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.

1.4. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in the dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

1.5. All Members are requested to send a nomination for each member folio to the Company's Registrar.

1.6. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form. Given the above and to avail various benefits of dematerialization, members are advised to dematerialize shares physically held by them.**

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

1.8. Members holding Shares in Physical form are requested to intimate immediately to the Registrar & Transfer Agent of the Company, **M/s. LINK INTIME INDIA PRIVATE LIMITED, 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellis bridge, Ahmedabad-380006**, quoting the Registered Folio Numbers (a) details of their email ID (b) Change in their address if any with the Pin Code Number. The company sends all the communications like an annual report, notice, etc. through email to the shareholders whose email id is available in the record of the company.

1.9. The members representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.

2. Members are requested to intimate to the Company, queries, if any, on the accounts at least ten days before the date of the meeting to enable the management to keep the required information available at the meeting.

3. The Equity Shares of the Company is listed at the Stock Exchange, Mumbai (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Company Code: 538786). The annual listing fee for the financial year 2019-20 has been paid to the Stock Exchange.

4. The Registrar of members and the Share Transfer Books of the Company will remain closed from 19th September 2020 to 30th September 2020(both days inclusive). The Record date will be 18th September 2020.

5. The members representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.

6. Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Meeting.

7. A Statement under Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.

8. The Company will ensure proper social distancing at the Annual General Meeting of the Company. The Company will do a temperature check of all persons at the entrance and will allow entries only to all those, whose temperate is found to be normal. The Members must wear a proper mask throughout the meeting. Entry without mark shall not be allowed. Members who have been diagnosed with Covid or have any symptoms of it, are advised to avoid participating in meeting. Such members shall send a proxy on their behalf. The Company reserve right to deny entry to any member on suspicion of being Covid positive. The company shall not be held liable for any infection or damage caused to any member due to participating in AGM.

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

10. All the directors except Independent directors are interested in Resolution 4 and 5.

11. **Procedure for Remote E-voting**

11.1. According to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. CDSL will provide the facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM.

11.2. The Board has appointed CS Jolly Patel, PCS as scrutinizer for this Annual General Meeting.

11.3. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

a) The voting period begins on 27th September 2020 at 11.00 am and ends on 29th September 2020 at 5.00 pm. During this period shareholders of the Company, who are holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September 2020 may cast their vote electronically. CDSL shall disable the e-voting module for voting after that.
b) Shareholders who have already voted before the meeting date would not be entitled to vote at the meeting venue.
c) The shareholders should log on to the e-voting website www.evotingindia.com.
d) Click on "Shareholders" module.
e) Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

f) Next, enter the Image Verification as displayed and Click on Login.
g) If you were holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your ten-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number, which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
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 the company records 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 (v).

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

i) After entering these details appropriately, click on "SUBMIT" tab.

j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to enter their login password in the new password field mandatorily. 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 the utmost care to keep your password confidential.

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

l) Click on the EVSN for the relevant **Citizen Infoline Limited** on which you choose to vote.

m) 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 consent to the Resolution and option NO implies that you dissent to the Resolution.

n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

o) 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.

p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

s) Shareholders can also cast their vote using CDSL's mobile app **"m-Voting".** The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app during Remote Voting on your mobile.

11.4. **Process for those shareholders whose email address are not registered with Depositors**

Such shareholders can obtain their login credentials as follows.

a) For Physical shareholders- please provide necessary details like Folio No., Name of a shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **acc@infoline.com.**

b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **acc@infoline.com.**

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

By the Order of Board of Directors

Place: **Ahmedabad**
Date: **14/08/2020**

Reena Shah
Company Secretary

Annexure I to the Notice

NOTES ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 25thANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES.

Profile of Directors being appointment/ Re-appointment under Item Nos. 2 & 3 of the above Notice:

Name of Director	Mr. Ravindra Jain	Mrs Kasturi Jain
Date of Birth	18/12/1984	27/11/1985
Date of Appointment	01st May, 2006	26/03/2014
Qualification	Graduate	Graduate
Expertise in Specific Functional Area	He is Graduate and having experience of more than 9 years in this field. He is looking after the marketing. The Company will be benefited from his knowledge and experience.	She is a Graduate in Master of Commerce. She is providing valuable support to the management of the company. She is the young and dynamic face of the company.
Directorship in Other Companies (Excluding Private & Foreign Companies)	Nil	Nil
Membership/Chairmanship of Committee (includes only the Audit Committee & Investor Grievances Committee)	NIL	Nil
Shareholding as on 31st March 2020	671000 Equity shares	242,600 Equity Shares

Annexure II to the Notice

Explanatory Statement in pursuant to Section 102 of Companies Act 2013

- **Item 4**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Citizen Group.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

- **Item 5**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

By the Order of Board of Directors

Place: **Ahmedabad**
Date: **14/08/2020**

Reena Shah
Company Secretary

Directors' Report

To
The Members,
Citizen Infoline Ltd.,

Your Directors have great pleasure in presenting the **26th ANNUAL REPORT** and the **Audited Statement of Accounts** of the Company for the year ended on **31st March 2020.**

• **FINANCIAL RESULTS: -**

(` in lacs)

Particulars	Amount for 2019-20 ₹	Amount for 2018-19 ₹
Profit before Depreciation & Taxation	(8.48)	17.91
Less: Depreciation	Nil	(18.23)
Less: Provision for Taxation	Nil	2.17
Exceptional Items	1.92	0.00
Net Profit after Tax	(6.56)	1.86

• **PERFORMANCE REVIEW: -**

The Company is facing a tough competition from the markets. It has adversely affected its growth potential. This has led to fall of 40% in its turnover in Financial year 2019-20. It has closed all its branches and focused on Ahmedabad city only to minimize its losses. Further, it has been adversely impacted through lockdown due to Covid19. The company anticipated a considerable change in its business model post normalization of economy. It does not expect any growth in near future. It is also in search of a suitable business opportunity to diversify its business.

• **DIVIDEND:-**

The dividend payout for the year under the review has been formulated by the company's policy to pay substantial dividend linked to long-term performance, keeping in view the company's need for capital for its growth plans and the intent to finance through internal accruals to the maximum. Your directors have always wished to appreciate the trust and faith of its members by paying them appropriate dividends. As the Company has not made enough profit during the year, Directors of the Company do not recommend any dividend in the current year.

• **PUBLIC DEPOSITS:-**

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

• **INSURANCE:**

All the existing properties, including Building, are adequately insured.

• **DIRECTORATE: -**

Under the provisions of Companies Act, 2013 Mr. Ravindra Jain and Mrs. Kasturi Jain directors of the Company, who retires by rotation and being eligible, offer themselves for re-appointment. Mr. Ravindra Jain and Mrs. Kasturi Jain have offered themselves for re-appointment. Members are requested to approve their appointment.

• **SECRETARIAL STANDARDS: -**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

• **FORMAL EVALUATION STATEMENT**

Formal evaluation statement u/s 134(3)(p) of the Companies Act, 2013 is attached herewith to the report. The evaluation includes evaluation of board as a whole, individual director and of every committee of the board. The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, inter-alia, of the following parameters:

a. Directors bring an independent judgment on the Boards' discussions utilizing his knowledge and experience, especially on issues related to strategy, operational performance and risk management.

b. Directors contribute new ideas/insights on business issues raised by Management.

c. Directors anticipate and facilitate deliberations on new issues that Management and the Board should consider.

d. The Board/Committee meetings are conducted in a manner which facilitates open discussions and robust debate on all key items of the agenda.

e. The Board receives adequate and timely information to enable discussions/decision making during Board Meetings.

f. The Board addresses the interests of all stakeholders of the Company.

g. The Committee is delivering on the defined objectives.

h. The Committee has the right composition to deliver its objectives.

- **<u>AUDITORS</u>: -**

Mr. Manthan M. Shah and Associates (FRN: 145136W), Chartered Accountants, Ahmedabad, Statutory Auditors of the Company have been appointed for five years as per the provision of the Companies Act until the Conclusion of 28th Annual General Meeting. They have confirmed that they are not disqualified from holding the office of the Statutory Auditor of the Company.

- **<u>AUDITORS' REPORT:</u>**

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

- **<u>SECRETARIAL AUDIT REPORT</u>**

In under Section 204 of the Companies Act, 2013, the Board has appointed Ms. Jolly Krutesh Patel, Practicing Company Secretary to conduct the Secretarial Audit for the year 2019-20. The Board attaches herewith secretarial audit report issued by Practicing Company Secretary in Annexure A to this report. There are no remarks or comments in the said report which requires clarifications by the board.

- **<u>ABSTRACTS OF ANNUAL RETURN</u>**

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

- **<u>DIRECTORS' RESPONSIBILITY STATEMENT</u>: -**

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

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