

**DELTA IMPEX LIMITED**

(Regd. Off: Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A.T. Road, Guwahati 781001)

**NOTICE**

Notice is hereby given that the **Thirty Fifth Annual General Meeting** of the members of **Delta Impex Limited** will be held on Monday, the 30<sup>th</sup> Day of September, 2020 at its registered office at Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A .T. Road, Guwahati 781001 at 10:00 A.M. to transact the following ordinary businesses:-

- 1) To consider and adopt the audited Balance Sheet of the Company for the year ended 31<sup>st</sup> March' 2020 and the statement of Profit and Loss along with cash flow statements for the year ended on that day together with the Reports of Auditors and Directors thereon.
- 2) To appoint a Director in place of Mrs. Madhuri Jain who retires by rotation and is eligible for re-appointment.
- 3) To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby appoint M/s JAIN & HOLANI (FRN: 330163E) , as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2024.”

By order of the Board  
**For DELTA IMPEX LIMITED**

Place: Guwahati  
Date: 04.09.2020

Sd/-  
(MILEE JAIN)  
Managing Director

Email id- [deltaimpex1985@gmail.com](mailto:deltaimpex1985@gmail.com)

Web site- [www.deltaimpex.biz](http://www.deltaimpex.biz).

## **NOTES:**

1. A member entitled to attend and vote at the “Meeting” is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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.
2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the meeting.
4. Register of Members and Share Transfer Register of the Company shall remain closed from 24/09/2020 to 30/09/2020 (both days inclusive).
5. In view of the COVID-19 pandemic and resultant difficulties involved in dispatch of physical copies of the Annual Report, the MCA, vide its Circular dated May 5,2020 has dispensed with the requirement of dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website **[www.deltaimpex.biz](http://www.deltaimpex.biz)**.

## **6. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 27.09.2020 (Time-9.00 a.m) and ends on 29.09.2020 (Time-05:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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 indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or</li></ul>

of Birth (DOB)	company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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 mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant DELTA IMPEX LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

Place: Guwahati  
Date: 04.09.2020

By order of the Board  
**For DELTA IMPEX LIMITED**

sd/-

(MILEE JAIN)  
Managing Director

**DELTA IMPEX LIMITED**

(Regd. Off: Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A.T. Road, Guwahati 781001)

**DIRECTOR'S REPORT FOR YEAR ENDING 31<sup>ST</sup> March 2020**

To  
The Shareholders,  
Delta Impex Limited  
Guwahati

Your Directors have pleasure in presenting you the ANNUAL REPORT of the Company together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March' 2020.

**1) Financial Results: (STANDALONE) (Rs.In Thousands)**

Particulars	2019-20	2018-19
Income	662.89	787.44
Expenses	639.61	788.55
Profit before Depreciation	23.27	-1.10
Depreciation	0.00	0.00
Profit after Depreciation	23.27	-1.10
Provision for Income Tax	14.27	11.71
Deferred Tax Adjustment	0.00	(12.17)
Profit after Tax	9.00	-0.64
Surplus carried to Balance Sheet	9.00	-0.64

**2) Delta Impex Limited- A Review:**

The Company was incorporated on March 26, 1985 under the Companies Act, 1956 as "Delta Impex Limited" in the state of Assam. The Corporate Identification Number (CIN) of the Company is L51909AS1985PLC002339. The Registered Office of the Company is situated at Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A.T. Road, Guwahati, Assam 781001. The shares of the Company are listed at Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited).

### **3) Operations**

The Company has reported total income of ₹662.89 for the current year as compared to ₹787.44 in the previous year. The Net Profit for the year under review amounted to ₹9.00 in the current year as compared to ₹-0.64 in the previous year.

### **4) Dividend**

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2020.

### **5) Composition of Director:**

The composition of Board of directors of the company is duly constituted.

Mrs. Madhuri Jain, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

Further, Both the Independent Directors have given their declarations to the Company that they meet the criteria of independence as specified under Section 149(6) of the Act and Clause 49 of the Listing agreement.

### **6) Meetings**

During the year Six Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **7) Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

### **8) Extract of Annual Return:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9 is attached** to this Annual Report as **ANNEXURE I**.

### **9) Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

### **10) Managerial Remuneration:**

A) None of the directors of the company are paid any remuneration so, the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 are not applicable to the company. However, each Independent director have been paid remuneration of Rs. 36,000.00 & Rs.39000.00 by way of sitting fees for attending board meeting.

B) None of the employee of the Company comes under the purview of 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

C) None of the director is in receipt of any remuneration or commission from the company or from any Holding Company or Subsidiary Company of such Company.

**11) Particulars of contracts or arrangements with related parties:**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 is **attached** to this Annual Report as **ANNEXURE II**.

**12) Details of Subsidiary Companies**

The company does not have any subsidiary.

**13.) Auditors:**

Pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013, M/s N.K. Choudhary & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company during the Annual General Meeting held on 30.09.2016 to hold office upto the AGM which will be held in the year 2021 subject to the ratification by the members at every Annual General Meeting to be held during their term.

However M/s N.K. Choudhary & Associates, Chartered Accountants, have expressed their inability to continue as Statutory Auditors of the Company due to engagement in other works.

M/s Jain & Holani have given their consent to be appointed as statutory Auditor & have confirmed that the appointment shall be within the limits prescribed under the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 and 141 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014.

The Board recommends the appointment of M/s Jain & Holani, Chartered Accountants, (Firm Registration No. 330163E), as Statutory Auditors of the Company for financial year 2020-21 to the members at the ensuing Annual General Meeting at a remuneration of Rs.9440/-

**14) Auditors Report**



The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

**15) Internal Financial Control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**16) Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under Sanjay Kumar Baid, Practicing Company Secretary, have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as **Annexure IV** to this report. The report is self-explanatory and do not call for any further comments.

**17) Particulars of Employees**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure V**.

**18) Vigil Mechanism**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

**19) Risk Management Policy**

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk has been framed, implemented and monitored. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report which forms part of this report.

**20) Deposits**

During the year the company has not accepted any deposits covered under Chapter V of the Act.

**21) Particulars of loans, guarantees or investment u/s 186**

The Company has not given / advanced any Loan, Guarantee during the financial year covered under section 186 of the Companies Act, 2013.

**22) Corporate Governance Certificate**

The Compliance certificate from the practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

**23) Management Discussion And Analysis**

The Management Discussion and Analysis forms part of this Annual Report.

### **Directors' Responsibility Statement**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the statement of 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 in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (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.
- (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) Listing with Stock Exchange:**

The Company has made all the compliances of the Listing agreement including payment of annual listing fees.

### **26) Re-appointment of Independent Director Sec- 149(10)**

Mr. Pulkit Agarwal and Ms. Natasha Jain have been appointed on 16.03.2016 as Independent Directors for a term of 5 consecutive years, eligible for re-appointment by passing of Special Resolution.

### **27) Explanation on Secretarial Auditor's Qualification – Sec. 134(3)(f)(ii) & 204(3)**

There is no Qualification statement given by the secretarial auditor in the secretarial audit report.

### **28) Composition of Audit Committee- Sec. 177**

Audit Committee Consist of Three Non- executive Directors of which two are Independent Directors, namely, Mr. Pulkit Agarwal, Ms. Natasha Jain, Mr. Deepak Pandit and Mr. Nilesh Kumar Jain. There were no Recommendations given by Audit Committee.

**29) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

No Specific investment has been made by the Company for Conservation of energy and absorption of technology during the year under review. There was no foreign exchange earnings and outgo during the year under review.

**30) DUES AND PENALTY**

There was no penalty imposed during the year.

**31) CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the business of the company.

**32) CORPORATE SOCIAL RESPONSIBILITY:**

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

**33) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**34) Acknowledgements**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board  
**DELTA IMPEX LIMITED**

Sd/-

sd/-

Place: Guwahati  
Date: 04.09.2020

(Milee Jain)  
Managing Director

(Nilesh Kumar Jain)  
Director

## **DELTA IMPEX LIMITED**

### **MANAGEMENT DISCUSSION & ANALYSIS:-**

#### **Business performance**

During the year under review the company has earned Rs.9.00

#### **Opportunities & Threats**

During the year ended on 31.03.2020 the company has perused the broking of paper products.. The result has been moderate. The company is searching more opportunities for further investments and better income. There are no major threats on the company.

#### **Risks & Concerns**

##### **Risk Factors**

The Company is currently engaged in the broking of electrical goods and paper. Any adverse trend in the industry, adverse trends in domestic/global business environment will have adverse impact on the performance of the Company.

Any adverse changes in climate and rainfall in India will have negative impact on business and performance of the Company. Changes in government policies national or state wise will have adverse consequences on the business of the Company.

##### **Management Perception**

The Company, at present follows such rules, regulations and guidelines as may be applicable to a Company. It follows and regularly complies with the guidelines issued by SEBI, Companies Act from time to time and will always strive to take due care to follow the same. Thus the applicability of such laws will have limited consequences upon business and performance of the Company. The Company follows a systematic process for planning and implementation of its strategies. The Company is exposed to specific risks that are particular to its business and the environment within which it operates. The measurement, monitoring management of risk remains key focus areas for the company. The Company has in built balancing business strategy/approach so as to ensure minimum effect on the business of the company in the adverse situations of political, economic scenario and government policies.

##### **Outlook**

The overall outlook of the Company continues to be positive and the management remains confident of achieving its growth targets.

##### **Internal Control & their adequacy**

The company has an adequate system of internal control implemented by the management. The internal control system is commensurate with the size of the company and nature of its business.

**Cautionary statement**

Several factors could make a significant difference to the company's operations.

**Report On Corporate Governance of Delta Impex Limited for year ended 31<sup>st</sup> March 2020**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is the means to maximize the long term shareholder value in a legal and ethical manner ensuring fairness, courtesy and dignity in all transactions of the Company. Your Company is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, highest level of accountability, transparency and professionalism in all areas of its operations for enhancing customer satisfaction and shareholder value.

**2. BOARD OF DIRECTORS**

The Board of Directors at present comprises of One executive Director and Four non-executive Directors of which two are non executive independent directors. The particulars of the Directors as at the end of the financial are given hereunder:

<b>Dates on which the Board Meetings were held</b>	<b>Total Strength of the Board</b>	<b>No. of Directors Present</b>
30/05/2019	5	5
14/08/2019	5	5
20/08/2019	5	5
06/09/2019	5	5
07/11/2019	5	5
14/02/2020	5	5

Name of Director	Attendance at the Board Meetings held on						Attendance at the AGM held on 30.09.2019
	30/05/2019	14/08/2019	20/08/2019	06/09/2019	07/11/2019	14/02/2020	
Mrs. Milee Jain	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Natasha Jain	Yes	Yes	Yes	Yes	No	Yes	Yes
Mr. Nilesh Kumar Jain	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Pulkit Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Madhuri Jain	Yes	Yes	Yes	Yes	Yes	Yes	Yes

During the year under review, 6 (Six) Board meetings were held.

### 3. AUDIT COMMITTEE

The Audit Committee at present consists of 3 Non- executive Directors and One Chief Financial Officer, who are persons possessing the requisite experience and expertise.

The terms of reference of the Audit Committee include:-

- reviewing internal control systems, nature and scope of audit as well as post audit discussions;
- reviewing quarterly, half-yearly and annual financial statements including financial statements of subsidiaries with particular reference to matters to be included in the Directors' Responsibility Statement to be included in the Board's Report;
- ensuring compliance with internal control systems;
- recommending to the Board any matter relating to financial management, including audit report; overseeing Company's financial reporting process and disclosure of financial information;
- reviewing performance of statutory and internal auditors.
- any other matter which may be referred to the Committee by the Board.

#### Composition of the Audit Committee during the year 2019-20

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	4	4
Mr. Pulkit Agarwal	4	4
Ms. Natasha Jain	4	4
Mr. Deepak Pandit	4	4

#### 4. REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has formed the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	1	1
Mr. Pulkit Agarwal	1	1
Ms. Natasha Jain	1	1

## 5. STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing “Shareholders’/Investors’ Grievance Committee” as the “Stakeholders’ Relationship Committee”.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees’ Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture



Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mrs.Milee Jain	1	1
Mr. Nilesh Kumar Jain	1	1
Mr. Vikash Jain	1	1
Mrs.Madhuri Jain	1	1

E-mail ID pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges:  
**deltaimpex1985@gmail.com**

### **Status of Investors' Complaints as on 31st March, 2020**

Number of complaints received during the year and entirely dealt with: **NIL**

Number of complaints pending: **NIL**

### **6. GENERAL BODY MEETINGS**

Location and time where last two Annual General Meetings were held:-

Date	Location	Time
30.09.2019	KamakhyaUmanandaBhawan, 1 <sup>st</sup> floor, A.T. Road, Guwahati – 781001  Assam, India	11.00 am
30.09.2018	KamakhyaUmanandaBhawan, 1 <sup>st</sup> floor, A.T. Road, Guwahati – 781001  Assam, India	10.00 am

### **7. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire

was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

## **8. DISCLOSURES**

Materially significant related party transactions: The Company has not entered into any transactions of material nature with its Promoters, Directors, the management, subsidiary companies or relatives, etc, that may have potential conflict with its interest during the year under review.

## **9. MEANS OF COMMUNICATION**

In compliance with Clause 41 of the Listing Agreement the Company regularly intimates unaudited half yearly and quarterly results as well as the audited annual results to the Stock Exchanges after they are taken on record by the Board of Directors. No presentations have been made to institutional investors or to the analysts.

## **10. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

## 11. GENERAL SHAREHOLDER INFORMATION

**AGM date, time and venue:** Monday, the 30<sup>th</sup> day of September, 2020 at Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A.T. Road, Guwahati-781001 at 10:00 A.M.

**Financial Year:** 1st April 2019 to 31st March 2020.

**Book closure Period:** 24<sup>th</sup> September 2020 to 30<sup>th</sup> September 2020 (both days inclusive).

**Dividend payment date:** No dividend has been recommended for the year ended 31<sup>st</sup> March, 2020

**Listing on Stock Exchanges:** The shares of the Company are listed with the Metropolitan Stock Exchange Of India Limited (w.e.f 22.07.2015)

**Stock Price Data:** No prices have been quoted at the Exchange.

**Share Transfer System:** Share transfers are registered within a maximum period of 30 days from the date of receipt, provided, the documents are complete in all respects.

**Registrar and Share Transfer Agent:** Shares can be lodged at registered office at Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor, A.T. Road, Guwahati-781001, Assam

**‘or’**

Bigshare Services Pvt Ltd, Bharat Tin Works Building, 1<sup>st</sup> Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059, Maharashtra

**Dematerialisation of shares & liquidity:** Shares are partly in Demat and partly in Physical Form.

**Outstanding GDR/ADR/Warrants or any convertible instruments:** Not Applicable.

**Address for Correspondence:-**

<b>Registered office:</b>	Kamakhya Umananda Bhawan, 1 <sup>st</sup> Floor, A.T. Road, Guwahati-781001, Assam
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<b>RTA:</b>	<b>Bigshare Services Pvt Ltd</b> Bharat Tin Works Building, 1 <sup>st</sup> Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059, Maharashtra Ph: + <b>91-22-6263 8200</b> Website: <b>www.bigshareonline.com</b> Email: <b><u>info@bigshareonline.com</u></b> Fax: <b>+91-22-6263 8299</b>
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Place: Guwahati

Date: 04.09.2020

For and on behalf of the board

**DELTA IMPEX LIMITED**

Sd/-

(Milee Jain)

Managing Director

sd/-

(Nilesh Kumar Jain)

Director

### **ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b><u>Content</u></b>
i.	Annual Return Extracts in MGT 9
ii.	AOC 2 – Related Party Transactions disclosure
iii.	AOC1- Details of subsidiary
iv.	MR-3 Secretarial Audit Report
v.	Particulars of employees
vi.	Audited Financial Statement

**Annexure I**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2020**

**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:**

1.	CIN	L51909AS1985PLC002339
2.	Registration Date	26-03-1985
3.	Name of the Company	DELTA IMPEX LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES COMPANY HAVING SHARE CAPITAL
5.	Address of the Registered office & contact details	KAMAKHYA UMANANDA BHAWAN, 1ST FLOOR, A.T. ROAD, GUWAHATI - 781001, ASSAM. Telephone : 9954236026 Email : <a href="mailto:deltaimpex1985@gmail.com">deltaimpex1985@gmail.com</a> Website: <a href="http://www.deltaimpex.biz">www.deltaimpex.biz</a>
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt Ltd Bharat Tin Works Building, 1 <sup>st</sup> Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai - 400059, Maharashtra Ph: + 91-22-6263 8200 Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Email: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> Fax: +91-22-6263 8299

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Commission Income of Electrical Goods and Paper	46101	100.00%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NameAndAddressOfThe Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
	NA				

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/huf	111685	0.00	111685	20.72	133685	0.00	133685	24.80	4.08
b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Director Relative	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total shareholding of Promoter (A)</b>	<b>111685</b>	<b>0.00</b>	<b>111685</b>	<b>20.72</b>	<b>133685</b>	<b>0.00</b>	<b>133685</b>	<b>24.80</b>	<b>4.08</b>





i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	28300	0	28300	5.25	28300	0	28300	5.25	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	332815	66200	399015	74.02	332815	44200	377015	69.94	-4.07
c) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Resident Indians	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Overseas Corporate Bodies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trusts	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Bodies - D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>361115</b>	<b>66200</b>	<b>427315</b>	<b>79.27</b>	<b>361115</b>	<b>44200</b>	<b>405315</b>	<b>75.19</b>	<b>-4.07</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>361115</b>	<b>66200</b>	<b>427315</b>	<b>79.27</b>	<b>361115</b>	<b>44200</b>	<b>405315</b>	<b>75.19</b>	<b>-4.07</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>472800</b>	<b>66200</b>	<b>539000</b>	<b>100</b>	<b>494800</b>	<b>44200</b>	<b>539000</b>	<b>100</b>	<b>0.00</b>

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareh olding 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	MILEE JAIN	22000	4.08	0.00	22000	4.08	0.00	0.00
2	NILESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
3	MOTILAL RATANLAL CHHABRA (HUF)	3100	0.58	0.00	3100	0.58	0.00	0.00
4	MANISH JAIN & SONS (HUF)	19900	3.69	0.00	19900	3.69	0.00	0.00
5	AMIT KUMAR JAIN & SONS (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
6	MUNNA DEVI JAIN	100	0.02	0.00	100	0.02	0.00	0.00
7	RITESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
8	AMIT KUMAR JAIN	100	0.02	0.00	22100	4.10	0.00	4.08
9	MANISH JAIN	100	0.02	0.00	100	0.02	0.00	0.00
10	SUNITA DEVI JAIN	22085	4.10	0.00	22085	4.10	0.00	0.00
11	PAYAL JAIN	100	0.02	0.00	100	0.02	0.00	0.00
12	MADHURI JAIN	19900	3.69	0.00	19900	3.69	0.00	0.00

13	RATAN LAL JAIN	24000	4.45	0	24000	4.45	0	0.00
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**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	111685	4.84	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment/transfer/bonus/sweat equity etc):				
	Reason				
	Transfer	-	-	22000	4.08
	At the end of the year	-	-	133685	24.80

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ACHAL AGARWAL				
	At the beginning of the year	22000	3.71	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	3.71

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2	PRABHA CHOUDHURY	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	24235	4.50	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	24235	4.50

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
3	SANTOSH KUMAR CHOUDHURY	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	24200	4.49	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	24200	4.49

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
4	KAMLESH KUMAR SINGH	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity	-	-	-	-

	etc.):				
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	<b>SHIPRA JAIN</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	<b>RAUNAK JAIN</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	<b>SHEETAL JAIN</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the	-	-	-	-

	reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	<b>VIMAL KUMAR JAIN</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	<b>KAMLESH AGARWAL</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	<b>AMIT KUMAR GINORIA</b>				
	At the beginning of the year	20000	3.71	-	-

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	20000	3.71

#### E) Shareholding of Directors and Key Managerial Personnel:

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>MILEE JAIN</b>				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	<b>NILESH KUMAR JAIN</b>				
	At the beginning of the year	100	0.02	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Reason			
			-	-	-
	At the end of the year	-	-	100	0.02

SN		Shareholding at the beginning	Cumulative Shareholding during
----	--	-------------------------------	--------------------------------

		of the year		the year	
3	MADHURI JAIN	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	19900	3.69	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-			
	Date	Reason			
			-	-	-
	At the end of the year	-	-	19900	3.69

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	0.00	0.00	0.00	0.00
<b>Change in Indebtedness during the financial year</b>				
* Addition	0.00	0.00	0.00	0.00
* Reduction	0.00	0.00	0.00	0.00
<b>Net Change</b>	0.00	0.00	0.00	0.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	0.00	0.00	0.00	0.00



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

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	
1	Gross salary	0.00	0.00	0.00	0.00	0.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00
4	Commission - as % of profit - others, specify...	0.00	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (A)	0.00	0.00	0.00	0.00	0.00
	Ceiling as per the Act	0.00	0.00	0.00	0.00	0.00

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		PULKIT AGARWAL	NATASHA JAIN	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	39000	36000	0.00	0.00	75000
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (1)	39000	36000	0.00	0.00	75000

2	<b>Other Non-Executive Directors</b>					
	<b>Fee for attending board committee meetings</b>	0.00	0.00	0.00	0.00	0.00
	<b>Commission</b>	0.00	0.00	0.00	0.00	0.00
	<b>Others, please specify</b>	0.00	0.00	0.00	0.00	0.00
	<b>Total (2)</b>	0.00	0.00	0.00	0.00	0.00
	<b>Total (B)=(1+2)</b>	39000	36000	0.00	0.00	75000
	<b>Total Managerial Remuneration</b>	39000	36000	0.00	0.00	75000
	<b>Overall Ceiling as per the Act</b>	0.00	0.00	0.00	0.00	0.00

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	<b>Gross salary</b>				
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	0.00	240000.00	120000.0	0.00
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	0.00	0.00	0.00	0.00
	<b>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</b>	0.00	0.00	0.00	0.00
2	<b>Stock Option</b>	0.00	0.00	0.00	0.00
3	<b>Sweat Equity</b>	0.00	0.00	0.00	0.00
4	<b>Commission</b>	0.00	0.00	0.00	0.00
	<b>- as % of profit</b>	0.00	0.00	0.00	0.00
	<b>others, specify...</b>	0.00	0.00	0.00	0.00
5	<b>Others, please specify</b>	0.00	0.00	0.00	0.00
	<b>Total</b>	0.00	240000.00	120000.0	0.00

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
<b>Penalty</b>	0.00	0.00	0.00	0.00	0.00
<b>Punishment</b>	0.00	0.00	0.00	0.00	0.00
<b>Compounding</b>	0.00	0.00	0.00	0.00	0.00
<b>B. DIRECTORS</b>					
<b>Penalty</b>	0.00	0.00	0.00	0.00	0.00
<b>Punishment</b>	0.00	0.00	0.00	0.00	0.00
<b>Compounding</b>	0.00	0.00	0.00	0.00	0.00
<b>C. OTHER OFFICERS IN DEFAULT</b>					
<b>Penalty</b>	0.00	0.00	0.00	0.00	0.00
<b>Punishment</b>	0.00	0.00	0.00	0.00	0.00
<b>Compounding</b>	0.00	0.00	0.00	0.00	0.00

**Annexure - II**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	NA
f)	Amount paid as advances, if any	NA

**Annexure - III**

**Form AOC-1**

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

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

**Part "A": Subsidiaries**

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

<b>Particulars</b>	<b>Details</b>		
Name of the subsidiary	<b>NA</b>	<b>NA</b>	<b>NA</b>
Reporting period			
Share capital			
Reserves & surplus			
Total assets			
Total Liabilities			
Investments			
Turnover			
Profit before taxation			
Provision for taxation			
Profit after taxation			
Proposed Dividend			
% of shareholding			

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

FOR THE FINANCIAL YEAR ENDED 31.03.2020

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

To,  
The Members,  
**Delta Impex Limited**  
Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor,  
A.T Road, Guwahati 781001, Assam

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Delta Impex 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 the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2020 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 Delta Impex Limited for the financial year ended on 31/03/2020 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other law that is applicable to the company are as follows:
  - (A) Income Tax Act 1961

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with "*Metropolitan Stock Exchange of India Limited (MSEI)*".

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

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

**I further report that** during the audit period, the company has not taken any actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**I further report that:**

- (a) the Company has complied with the requirements under the Equity Listing Agreement entered into with Metropolitan Stock Exchange of India Limited(MSEI);
- (b) the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- (c) the Company has complied with the provisions of the Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

Signature:

Name: Sanjay Kumar Baid  
FCS No. 5752  
C P No.: 4062

Place: Guwahati  
Date: 30/07/2020

**Notes:**

- 1) This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.



## **‘ANNEXURE A’**

To,  
The Members,  
Delta Impex Limited  
Kamakhya Umananda Bhawan, 1<sup>st</sup> Floor,  
A.T Road, Guwahati 781001, Assam

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

- (1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- (4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

Name: Sanjay Kumar Baid  
FCS No. 5752  
C P No.: 4062

Place: Guwahati  
Date: 30/07/2020

## Form No. MGT – 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Delta Impex Limited** (the Company) as required to be under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31<sup>st</sup> March, 2020**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:
  - 1. its status under the Act;  
***[The Company is a Non-Government Public Company Limited by Shares]***
  - 2. maintenance of registers/records & making entries therein within the time prescribed therefore;  
***[The Company has been maintaining registers/records & making entries therein within the time prescribed therefore under the Companies Act, 2013]***
  - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;  
***[The Company has, during the financial year, filed its forms and returns with the Registrar of Companies, Shillong, within or beyond (with additional fees) the prescribed time. There were no instances of any form or return filed by the Company with the Regional Director, Central Government, the Tribunal, Court or***

***other authorities under the Companies Act, 2013.]***

4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

***[The Company has, during the financial year, duly called and held its various board, committee and general meetings with the time frame prescribed under the Companies Act, 2013, and the proceedings have been properly recorded in the Minute Book maintained for the purpose and the same have been duly signed.]***

5. closure of Register of Members/Security holders, as the case may be;

***[The Company has not closed its Register of Members during the financial year]***

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

***[The Company has not advanced any loans to its directors and/or persons or firms or Companies referred to in section 185 of the Act]***

7. contracts/arrangements with related parties as specified in section 188 of the Act;

***[There was no related party transaction entered during the financial year.]***

8. issue or allotment or transfer or transmission or buyback of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances;

***[has not issued/allotted/ during the financial year. The Company /Share Transfer Agent has transferred securities during the year. The Company was not required to redeem any preference shares or debentures during the financial year]***

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

***[The Company has not declared any dividend or issued bonus shares during the financial year. Therefore there was no need to keep in abeyance any right of shareholders relating to dividend or bonus shares]***

10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

***[The Company has not declared any dividend during the financial year. Also there were no instances relating to transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund as provided under section 125 of the Act]***

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;

***[The Company has, during the financial year, complied with the relevant provisions of the Companies Act, 2013. relating to signing of the financial statement and report of the Directors]***

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

***[The Board of Directors of the Company is duly constituted. No Remunerations were paid to the Directors of the Company, however sitting fees of Rs. 75000/- was paid to independent directors for attending committee and independent director meeting]***

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

***[The Company has duly complied with the provisions of Section 139 of the Act.]***

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

***[The Company was, during the financial year, not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.]***

15. acceptance/ renewal/ repayment of deposits;

***[The Company has not accepted or renewed any deposits during the financial year.]***

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/satisfaction of charges in that respect, wherever applicable;

***[The Company has not borrowed money during the financial year.]***

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

***[The Company has complied with the provisions of section 186 of the Act.]***

18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

***[The Company has not made any alteration of the Memorandum and Articles of Association during the financial year].***

Place: Guwahati  
Date: 30/07/2020

Signature:

Name of Company

Secretary in practice: **Sanjay Kumar Baid**

C.P. No. : **4062**

### **Annexure-V**

#### **Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

<b>Sl . N o.</b>	<b>N a m e</b>	<b>Designation/ Nature of Duties</b>	<b>Remuneratio n Received [Rs.]</b>	<b>Qualification</b>	<b>Experience in years</b>	<b>Age in years</b>	<b>Date of commencement of employment</b>	<b>Last employment held</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>
	MILEE JAIN	MANAGING DIRECTOR	-	B.COM	-		29.03.2018	
	DEEPAK PANDIT	CHIEF FINANCAL OFFICER	120000.00	B.COM	-	-	29.03.2018	-

#### **Notes:**

- All appointments are / were non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- None of the above employees is related to any Director of the Company employed for part of the financial year.

**Form No. MGT-11****PROXY FORM**

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

**Name of the Company:** Delta Impex Limited

**Registered Office:** Kamakhya Umananda Bhawan; 1<sup>st</sup> Floor, A.T. Road, Guwahati 781001

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 35<sup>th</sup>Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September, 2020 at 10:00 a.m. at the registered office of the company at Kamakhya Umananda Bhawan; 1<sup>st</sup> Floor, A.T. Road, Guwahati 781001 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2020
2.	Re-appointment of Mrs. Madhuri Jain as Director
3.	Appointment of M/s Jain & Holani , Chartered Accountants as Statutory Auditors & fixing their remuneration

Signed this \_\_\_\_ day of \_\_\_\_\_ 20\_\_

Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamps

**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) The proxy need not be a member of the company

**DELTA IMPEX LIMITED**  
**CIN- L51909AS1985PLC002339**  
**KAMAKHYA UMANANDA BHAWAN, 1<sup>st</sup> FLOOR, A.T. Road; Guwahati – 781001**  
**Website: www.deltaimpex.biz, E-mail id: deltaimpex1985@gmail.com, Phone-**  
**9954236026**

**ATTENDANCE SLIP**  
(To be handed over at the entrance of the meeting hall)

**35<sup>th</sup>Annual General Meeting on 30/09/2020**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 35<sup>th</sup>Annual General Meeting of the Company to be held on 30<sup>th</sup> day of September, 2020 at 10:00 a.m. at the registered office of the company at Kamakhya Umananda Bhawan; 1<sup>st</sup> Floor, A.T. Road, Guwahati 781001

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



# *N. K. Choudhary & Associates*

## *Chartered Accountants*

2<sup>ND</sup> FLOOR, SUBHADRA BHAWAN, OPP CHRISTIAN HOSPITAL, CHATTRIBARI, GUWAHATI-781001 (ASSAM)

Phone: 2518211 (O), 98640-91197 (M) e-mail-choudharyca@yahoo.com



### **Annexure – VI**

## **Independent Auditor's Report**

### **To the Members**

### **DELTA IMPEX LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **DELTA IMPEX LIMITED** ("the Company") which comprise the Balance Sheet as at 31.03.2020, the Statement of Profit & Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind As financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2020,
- ii) In the case of the Statement of Profit & Loss, of the profit/loss including other comprehensive income, for the year ended on that date,
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date, and
- iv) In the case of the Statement of Changes in Equity, the changes in equity for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the

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

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss including the Statement of Other Comprehensive Income, and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, the directors are not disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure-B**'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i) The Company does not have any pending litigations which would impact its financial position in its financial statement.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For N.K. Choudhary & Associates**

Chartered Accountants

F.R.N. : 319216E

**CA N.K. Choudhary**

Proprietor

M. No. : 054570

Place : Guwahati

Date : 16.06.2020

**‘ANNEXURE – A’ REFERRED TO IN OUR AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF DELTA IMPEX LIMITED ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH’2020.**

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- i) The Company does not possess any fixed assets, so the provisions (a), (b) & (c) of Clause 1 of CARO is not applicable.
- ii) The Company did not held any inventories during the year end; accordingly paragraph 3(ii) of the Order is not applicable to the Company.
- iii) According to the information and explanation given to us, the company has not granted any loan or advance to any of any companies; firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:
  - (a) In view of the above clause (iii), sub-clause (a) is not applicable.
  - (b) In view of the above clause (iii), sub-clause (b) is not applicable.
  - (c) In view of the above clause (iii), sub-clause (c) is not applicable.
- 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 in respect of loans, investments, guarantees, and securities, wherever applicable.
- v) The Company has not accepted deposits from public covered under Section 73 to 76 of the Companies Act’2013.
- vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
- vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-

tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) There were no dues of Income Tax or service tax or duty of customs or value added tax or entry tax which has not been deposited as on March, 2020 on account of any dispute.

- viii) The company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not Applicable.
- ix) The company did not raise any money by way of public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not Applicable.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees, has been noticed or reported during the year.
- xi) On the basis of our examination and according to the information and explanations given to us, the Company has paid/provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 (xii) of the Order are not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order are not applicable to the Company.
- xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

---

**For N.K. Choudhary & Associates**

Chartered Accountants

F.R.N. : 319216E

**CA N.K. Choudhary**

Proprietor

M. No. : 054570

Place : Guwahati

Date : 16.06.2020

**‘ANNEXURE – B’ REFERRED TO IN OUR AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF DELTA IMPEX LIMITED ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH’2020**

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**Report on the Internal Financial Controls over financial reporting 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 **Delta Impex Limited** (“the Company”) as of March 31, 2020 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. 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 judgement, 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 March 31, 2020, 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 N.K. Choudhary & Associates**  
Chartered Accountants  
F.R.N. : 319216E

**CA N.K. Choudhary**  
Proprietor  
M. No. : 054570

Place : Guwahati  
Date : 16.06.2020

**DELTA IMPEX LIMITED**

Kamakhya Umananda Bhawan, 1st Floor, A.T. Road,  
Guwahati, Kamrup (M), Assam – 781001

Balance Sheet as at 31 March 2020

(Rs. In Thousands)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
<b>I ASSETS</b>			
<b>(1) Non - Current Assets</b>			
Financial Assets			
(i) Investments	<b>3</b>	258.35	731.55
(ii) Trade receivables		-	-
(iii) Loans		-	-
(iv) Others		-	-
Other Non-Current Assets		-	-
Deferred Tax Assets (Net)	<b>10</b>	-0.61	31.01
<b>(2) Current Assets</b>			
Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Cash and Cash Equivalents	<b>4</b>	2,541.60	2,052.41
(iv) Other Bank Balances		-	-
(v) Loans		-	-
(vi) Others		-	-
Current Tax Assets (Net)		57.35	68.25
Other Current Assets		-	-
<b>Total Assets</b>		<b>2,856.68</b>	<b>2,883.21</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
Equity Share capital	<b>5</b>	2,695.00	2,695.00
Other Equity	<b>6</b>	110.82	101.82
<b>(2) Liabilities</b>			
<b>(a) Non-current liabilities</b>			
Financial Liabilities			
(i) Borrowings	<b>7</b>	-	-
(ii) Trade Payables		-	-
(iii) Other financial liabilities		-	-
Other non current liabilities		-	-
<b>(b) Current liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	<b>8</b>	50.86	77.02
(iii) Other financial liabilities		-	-
Other current liabilities	<b>9</b>	-	9.37
Current Tax Liabilities (Net)		-	-
<b>Total Equity and Liabilities</b>		<b>2,856.68</b>	<b>2,883.21</b>
<b>Summary of significant accounting policies</b>	<b>2</b>		

The accompanying notes are an integral part of the financial statements  
As per our report of even date

For & on behalf the Board of Directors

For N.K. Choudhary & Associates  
Chartered Accountants  
FRN: 319216E

(Dipak Pandit)  
Chief Financial Officer  
PAN: DBEPP7442D  
Guwahati, Assam

(Manish Jain)  
Company Secretary  
PAN: ABWPJ6922F  
Guwahati, Assam

CA N.K. Choudhary  
Proprietor  
M. No. 054570

(Nilesh Kumar Jain)  
Director  
DIN: 02915178  
Guwahati, Assam

(Milee Jain)  
Managing Director  
DIN: 00808564  
Guwahati, Assam

Place : Guwahati  
Date : 16.06.2020

**DELTA IMPEX LIMITED**

Kamakhya Umananda Bhawan, 1st Floor, A.T. Road,  
Guwahati, Kamrup (M), Assam – 781001

CIN : L51909AS1985PLC002339

**Statement of Profit and Loss for the year ended 31 March 2020**

(Rs. In Thousands)

Particulars	Note No.	Figures for the year ended March 31 2020	Figures for the year ended March 31 2019
<b>I INCOME</b>			
Revenue From Operations		-	-
Other Income	11	662.89	787.44
<b>Total Income (I)</b>		<b>662.89</b>	<b>787.44</b>
<b>II EXPENSES</b>			
Employee Benefits Expense	12	360.00	360.00
Finance Costs	13	-	165.02
Other Expenses	14	279.61	263.53
<b>Total Expenses (II)</b>		<b>639.61</b>	<b>788.55</b>
<b>III Profit before exceptional items and tax (I-II)</b>		<b>23.27</b>	<b>-1.10</b>
<b>IV Exceptional Items</b>		-	-
<b>V Profit / (Loss) before tax (III-IV)</b>		<b>23.27</b>	<b>-1.10</b>
<b>VI Tax Expense:</b>			
(1) Current Year Taxes	10	14.27	11.71
(2) Previous Year Taxes	10	-	-
(3) Deferred Tax	10	-	(12.17)
<b>VII Profit / (Loss) for the period from continuing operations (V-VI)</b>		<b>9.00</b>	<b>-0.64</b>
<b>VIII Profit/(loss) from Discontinued Operations</b>		-	-
<b>IX Tax expense of Discontinued Operations</b>		-	-
<b>X Profit/(loss) from Discontinued Operations (after tax) (VIII-IX)</b>		-	-
<b>XI Profit / (Loss) for the period (VII + X)</b>		<b>9.00</b>	<b>-0.64</b>
<b>XII Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>XIII Total Comprehensive Income for the period (XI + XII) [Comprising Profit (Loss) and Other Comprehensive Income for the period]</b>		<b>9.00</b>	<b>-0.64</b>
<b>XIV Earnings per equity share (for continuing operation) :</b>			
(1) Basic (In Rs.)	15	0.00	(0.00)
(2) Diluted (In Rs.)	15	0.00	(0.00)
(3) Nominal Value (In Rs.)		5.00	5.00
<b>Summary of significant accounting policies</b>	2		

The accompanying notes are an integral part of the financial statements  
As per our report of even date

**For N.K. Choudhary & Associates**  
**Chartered Accountants**  
**FRN: 319216E**

**CA N.K. Choudhary**  
**Proprietor**  
**M. No. 054570**

**Place : Guwahati**  
**Date : 16.06.2020**

**For & on behalf the Board of Directors**

**(Dipak Pandit)**  
Chief Financial Officer  
PAN: DBEPP7442D  
Guwahati, Assam

**(Manish Jain)**  
Company Secretary  
PAN: ABWPJ6922F  
Guwahati, Assam

**(Nilesh Kumar Jain)**  
Director  
DIN: 02915178  
Guwahati, Assam

**(Milee Jain)**  
Managing Director  
DIN: 00808564  
Guwahati, Assam

# DELTA IMPEX LIMITED

## Statement of Changes in Equity for the year ended 31 March 2020

### (a) Equity Share Capital :

(Rs. In Thousands)

Particulars	No. of Shares	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid		
At 1 April 2017	539,000	53.90
Add : Issue of share capital (Note 11)	-	-
At 31 March 2018	539,000	53.90
Add : Issue of share capital (Note 11)	-	-
At 31 March 2019	539,000	53.90

### (b) Other Equity :

#### For the year ended 31 March 2020:

(Rs. In Thousands)

Particulars	Reserve & Surplus				Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	
	(Note 12)	(Note 12)	(Note 12)	(Note 12)	
As at 1 April 2019	-	-	-	101.82	101.82
Profit for the period	-	-	-	9.00	9.00
Other comprehensive income	-	-	-	-	-
At 31 March 2020	-	-	-	110.82	110.82

#### For the year ended 31 March 2019:

(Rs. In Thousands)

Particulars	Reserve & Surplus				Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	
	(Note 12)	(Note 12)	(Note 12)	(Note 12)	
As at 1 April 2018	-	-	-	102.46	102.46
Profit for the period	-	-	-	-0.64	-0.64
Other comprehensive income	-	-	-	-	-
At 31 March 2019	-	-	-	101.82	101.82

The accompanying notes are an integral part of the financial statements

As per our report of even date

### Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve :

**1. Retained Earnings :** It comprises of prior and current year's undistributed earnings after tax.

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

As per our report of even date attached.

**For N.K. Choudhary & Associates**  
Chartered Accountants  
FRN: 319216E

**CA N.K. Choudhary**  
Proprietor  
M. No. 054570

Place : Guwahati  
Date : 16.06.2020

**For & on behalf the Board of Directors**

**(Dipak Pandit)**  
Chief Financial Officer  
PAN: DBEPP7442D  
Guwahati, Assam

**(Nilesh Kumar Jain)**  
Director  
DIN: 02915178  
Guwahati, Assam

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Company Secretary  
PAN: ABWPJ6922F  
Guwahati, Assam

**(Milee Jain)**  
Managing Director  
DIN: 00808564  
Guwahati, Assam

**DELTA IMPEX LIMITED****Cash Flow Statement for the year ended 31 March 2020***(Rs. In Thousands)*

Particulars	Figures for the year ended March 31 2020	Figures for the year ended March 31 2019
<b>A Cash Flow from Operating Activities</b>		
<b>1 Profit Before Tax</b>	23.27	(1.10)
<b>2 Adjustments for :</b>		
Interest Income	-	-
Interest Expenses	-	165.02
<b>3 Operating Profit before Working Capital Changes (1+2)</b>	<b>23.27</b>	<b>163.92</b>
<b>4 Change in Working Capital:</b> (Excluding Cash & Bank Balances)		
Current Tax Assets	10.90	(32.23)
Trade Receivables	-	-
Financial Liabilities		
- Trade Payables	(26.16)	0.47
- Other Current Financial Liabilities	-	-
Other Current Liabilities	(9.37)	(9.32)
Current Tax Liabilities	-	-
<b>Change in Working Capital</b>	<b>(24.63)</b>	<b>(41.07)</b>
<b>5 Cash Generated From Operations (3+4)</b>	<b>(1.36)</b>	<b>122.84</b>
<b>6 Less : Taxes Paid for Current Year</b>	(14.27)	(11.71)
<b>Less : Taxes Paid for Previous Year</b>		
<b>Less: Deferred Tax Expenses</b>	31.62	-
<b>7 Net Cash Flow from Operating Activities (5-6)</b>	<b>15.99</b>	<b>111.14</b>
<b>B Cash Flow from Investing Activities:</b>		
Purchase of financial instruments	-	-
Sale of financial instruments	473.20	3,625.92
Interest received (Finance Income)	-	-
<b>Net Cash Generated/(Used) in Investing Activities:</b>	<b>473.20</b>	<b>3,625.92</b>
<b>C Net Cash Flow From Financing Activities:</b>		
Repayments of Long-Term Borrowings (Including finance lease)	-	(1,774.48)
Interest paid	-	(165.02)
Dividends paid	-	-
<b>Net Cash Generated/(Used) from Financing Activities:</b>	<b>-</b>	<b>(1,939.50)</b>
<b>D Net Change in Cash &amp; cash equivalents (A+B+C)</b>	<b>489.19</b>	<b>1,797.55</b>
<b>E - 1 Cash &amp; cash equivalents as at end of the year</b>	2,541.60	2,052.41
<b>E - 2 Cash &amp; cash equivalents as at the beginning of year</b>	2,052.41	254.85
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENTS (E 1-2)</b>	<b>489.19</b>	<b>1,797.55</b>

The accompanying notes are an integral part of the financial statements  
As per our report of even date

**For N.K. Choudhary & Associates**  
**Chartered Accountants**  
**FRN: 319216E**

**CA N.K. Choudhary**  
**Proprietor**  
**M. No. 054570**

**Place : Guwahati**  
**Date : 16.06.2020**

**For & on behalf the Board of Directors**

**(Dipak Pandit)**  
Chief Financial Officer  
PAN: DBEPP7442D  
Guwahati, Assam

**(Manish Jain)**  
Company Secretary  
PAN: ABWPJ6922F  
Guwahati, Assam

**(Nilesh Kumar Jain)**  
Director  
DIN: 02915178  
Guwahati, Assam

**(Milee Jain)**  
Managing Director  
DIN: 00808564  
Guwahati, Assam

## DELTA IMPEX LIMITED

### 3. Financial Assets

(Rs. in Thousands)

Particulars	Non-current		Current	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
<b>A) Investments :</b>				
<b>i) Investments in equity shares :</b>				
<b>a) In Subsidiary Companies</b>	-	-	-	-
<b>b) In Associate Companies</b>	-	-	-	-
<b>c) In Joint Venture Entities</b>	-	-	-	-
<b>d) In Others:</b>				
<b>Investments in Equity Shares at fair value through P&amp;L Account (fully paid):</b>				
<b>Quoted:</b>				
<b>Unquoted:</b>				
- Fancies Infodeal Ltd	-	241.48	-	-
[(2018 : 25,500 Shares) , (2017 : 25,500 Shares)]				
- Rajyashree Entrade Ltd.	-	-	-	-
[(2018 : 2,00,000 Shares) , (2017 : 2,00,000 Shares)]				
- Rithya Entrade Ltd.	-	-	-	-
[(2018 : 1,50,000 Shares) , (2017 : 1,50,000 Shares)]				
- Umananda Tradelink Ltd.	258.35	240.16	-	-
[(2018 : 25,600 Shares) , (2017 : 25,600 Shares)]				
- Zeniths North East India Ltd.	-	249.91	-	-
[(2018 : 26,000 Shares) , (2017 : 26,000 Shares)]				
- Integrity Entrade Ltd.	-	-	-	-
[(2018 : 55,500 Shares) , (2017 : 55,500 Shares)]				
- Life & Culture Entrade Ltd.	-	-	-	-
[(2018 : 55,500 Shares) , (2017 : 55,500 Shares)]				
<b>Sub-total</b>	<b>258.35</b>	<b>731.55</b>	-	-

## DELTA IMPEX LIMITED

### 3. Financial Assets

(Rs. in Thousands)

Particulars	Non-current		Current	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
ii) Investments in Preference Shares	-	-	-	-
iii) Investments in Government Securities	-	-	-	-
iv) Investments in Debentures & Bonds	-	-	-	-
v) Investments in Mutual Funds	-	-	-	-
vi) Investments in Partnership Firms	-	-	-	-
vii) Other Investments	-	-	-	-
<b>TOTAL</b>	<b>258.35</b>	<b>731.55</b>	-	-
<b>Disclosures :</b>				
<b><u>Details of Investment in Equity Shares:</u></b>				
Aggregate book value of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate value of unquoted investments	258.35	731.55	-	-
Aggregate amount of impairment in value of investments	-	-	-	-
<b>C) Loans (at amortised cost) :</b>				
<b>i) Security Deposits</b>				
Secured, Considered Good	-	-	-	-
Unsecured, Considered Good	-	-	-	-
Unsecured, Considered Doubtful	-	-	-	-
Less : Provision for Doubtful Deposits	-	-	-	-
<b>TOTAL</b>	-	-	-	-
<b>D) Other Financial Assets :</b>				
<b>i) Share Application Money</b>	-	-	-	-
<b>ii) Rent Receivable</b>	-	-	-	-
<b>iii) Others</b>	-	-	-	-
<b>TOTAL</b>	-	-	-	-

**DELTA IMPEX LIMITED**

**4. Cash and Cash Equivalent**

*(Rs. in Thousands)*

Particulars	31-Mar-20	31-Mar-19
<b>Bank Balances:</b>		
Current Account	736.38	1,991.76
<b>Cheques, Drafts in hand</b>	1,747.08	-
<b>Cash Balances, Including Imprest</b>	58.13	60.65
<b>TOTAL</b>	<b>2,541.60</b>	<b>2,052.41</b>



## DELTA IMPEX LIMITED

### 5. Share Capital

(Rs. in Thousands)

Particulars	31 March 2020	31 March 2019
<b>Authorized:</b> 6,00,000 (2017 : 6,00,000) Equity Shares of Rs 5 each	3,000.00	3,000.00
<b>Issued, Subscribed and Paid Up:</b> 5,39,000 (2017 : 5,39,000) Equity Shares of Rs 5 each fully paid up	2,695.00	2,695.00
<b>TOTAL</b>	<b>2,695.00</b>	<b>2,695.00</b>

#### A. Reconciliation of No. of Equity Shares

Particulars	31 March 2020	31 March 2019
Opening Balance	539,000	539,000
Shares Issued	-	-
Shares bought back	-	-
<b>Closing Balance</b>	<b>539,000</b>	<b>539,000</b>

#### B. Terms/Rights attached to equity shares

The Company has one class of equity shares having a par value of `5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing AGM, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

No Shares were allotted for consideration other than cash, no bonus shares were issued & no shares were bought back in the last 5 Years.

There is no shareholding by any of the subsidiary companies of the Company.

#### C. Details of shareholders holdings more than 5% shares

Name of Shareholder	Tuesday, March 31, 2020		Sunday, March 31, 2019	
	Number of shares held	Percentage of Holding	Number of shares held	Percentage of Holding
Nil	Nil	Nil	Nil	Nil

## DELTA IMPEX LIMITED

### 6. Other Equity

(Rs. in Thousands)

Particulars	31 March 2020	31 March 2019
<b>Retained Earnings :</b>		
Balance Bought Forward from Last Year's Account	101.82	102.46
Add: Profit for the Year	9.00	(0.64)
Balance carried forward to next year	<b>110.82</b>	<b>101.82</b>
<b>TOTAL</b>	<b>110.82</b>	<b>101.82</b>

## DELTA IMPEX LIMITED

### 7. Long term Borrowings (at amortised cost)

(Rs in Thousands)

Particulars	Long Term		Current Maturities	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>NON CURRENT BORROWINGS</b>				
<b>SECURED LOANS</b>				
Term Loans:	-	-	-	-
<b>Total Secured Loans</b>	-	-	-	-
<b>UNSECURED LOANS</b>				
Term Loans :				
From Other Parties**	-	-	-	-
<b>Total Unsecured Loans</b>	-	-	-	-
<b>TOTAL NON-CURRENT BORROWINGS</b>	-	-	-	-

\*\* There is no specified tenure of repayment. Interest is payable @ 9% p.a.

## DELTA IMPEX LIMITED

### 8. Trade payables (at amortised cost)

(Rs in Thousands)

Particulars	31 March 2020	31 March 2019
<b>Sundry Creditors:</b>		
Dues of Micro, Small and Medium Enterprises*	-	-
Dues to Related Parties	-	-
Dues to others	50.86	77.02
<b>TOTAL</b>	<b>50.86</b>	<b>77.02</b>

\* The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management.

**DELTA IMPEX LIMITED**

**9. Other Liabilities**

*(Rs in Thousands)*

Particulars	Non Current		Current	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Statutory Liabilities	-	-	-	9.37
Others	-	-	-	-
<b>Total</b>	-	-	-	<b>9.37</b>

## DELTA IMPEX LIMITED

### 10. Income Tax

The major components of income tax expense for the years ended 31 March 2020 and 31 March 2019 are:

(Rs in Thousands)

Particulars	As at 31-Mar-20	As at 31-Mar-19
<b>Tax Expense:</b>		
Current tax	-	11.71
Adjustments in respect of current income tax of previous year	-	-
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	-	(12.17)
MAT Credit Entitlement	-	-
<b>Income tax expense reported in the statement of profit or loss</b>	<b>-</b>	<b>-0.47</b>

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2020 and 31 March 2019 :

(Rs in Thousands)

Particulars	As at 31-Mar-20	As at 31-Mar-19
Accounting profit before tax from continuing operations	23.27	1.10
Accounting profit before tax from discontinuing operations	-	-
<b>Accounting profit before income tax</b>	<b>23.27</b>	<b>1.10</b>
Statutory income tax rate	26.00%	26.00%
Computed estimated tax expense	(0.29)	(0.29)
Adjustments in respect of current income tax of previous years	-	-
Non-deductible expenses for tax purposes	9.01	9.01
Income to be considered under other head	23.73	23.73
Adjustments in respect of Ind AS valuation of shares	(32.52)	(32.52)
Deferred Tax Adjustment due to change in enacted tax rate	(0.40)	(0.40)
Others	-	-
<b>At the effective income tax rate of - 2.02%</b>	<b>(0.47)</b>	<b>-0.47</b>
Income tax expense reported in the statement of profit and loss	<b>(0.47)</b>	<b>-0.47</b>

## DELTA IMPEX LIMITED

### 10. Income Tax

#### Deferred Tax :

(Rs in Thousands)

Particulars	As at 01-Apr-18	Provided during the year	As at 31-Mar-19	Provided during the year	As at 31-Mar-20
<b>Deferred tax (liability)/ Assets :</b>					
Deferred Tax Assets	18.84	12.17	31.01	(31.62)	(0.61)
<b>Deferred Tax Liability / (Deferred Tax Asset) (A - B)</b>	<b>18.84</b>	<b>12.17</b>	<b>31.01</b>	<b>(31.62)</b>	<b>(0.61)</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

**DELTA IMPEX LIMITED****11. Other Income***(Rs in Thousands)*

	<b>Year Ended 31-Mar-20</b>	<b>Year Ended 31-Mar-19</b>
<b><u>Interest on:</u></b>		
Loan & Advances	-	-
Others	171.32	-
	171.32	-
<b><u>Dividend from:</u></b>		
- Related parties	-	-
- Other companies	-	-
Fair value gain on financial assets/financial liabilities at fair value through profit or loss	-	-
Commission Income	449.77	878.72
Profit/(Loss) on Sale of Investment	41.80	-91.28
	<b>662.89</b>	<b>787.44</b>



**DELTA IMPEX LIMITED****12. Employee Benefits Expense***(Rs in Thousands)*

<b>Particulars</b>	<b>Year Ended 31-Mar-20</b>	<b>Year Ended 31-Mar-19</b>
Salaries and wages	360.00	360.00
Contribution to provident and other funds	-	-
Staff welfare expenses	-	-
	<b>360.00</b>	<b>360.00</b>

**DELTA IMPEX LIMITED****13. Finance Costs***(Rs in Thousands)*

Particulars	Year Ended 31-Mar-20	Year Ended 31-Mar-19
<b><u>Interest expense:</u></b>		
Interest on debts and borrowings		
Cash Credit	-	-
Bonds/ Debentures	-	-
Term Loans from Banks	-	-
Others	-	165.02
<b>Sub total</b>	-	<b>165.02</b>
Other Borrowing Costs	-	-
	-	<b>165.02</b>

**DELTA IMPEX LIMITED****14. Other Expenses***(Rs in Thousands)*

<b>Particulars</b>	<b>Year Ended 31-Mar-20</b>	<b>Year Ended 31-Mar-19</b>
Payment to Auditors		
a) Audit Fees	9.44	9.44
Printing & Stationery	3.56	4.12
Bank Charges	0.69	0.98
ROC Filing Fees	9.00	14.90
Secretarial Compliance Fees	6.50	6.50
Meeting Expenses	4.97	4.46
CDSL Custodial Fees	10.62	10.62
NSDL Depository Charges	10.62	10.62
RTA Maintenance Charges	28.42	18.17
Website Maintenance Charges	-	6.51
Listing Fees	64.90	64.90
Courier Charges	5.56	3.64
Penalty MCX	11.80	-
Sitting Fees	75.00	66.00
Miscellaneous Expenses	6.93	8.03
Fair value gain on financial assets/financial liabilities at fair value through profit or loss	31.62	34.64
<b>TOTAL</b>	<b>279.61</b>	<b>263.53</b>

## DELTA IMPEX LIMITED

### 15. Earnings Per Share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	31-Mar-20	31-Mar-19
Profit attributable to equity holders of the parent		
- Continuing Operations (Rs. In Lacs)	9.00	107.49
- Discontinued Operations (Rs. In Lacs)	-	-
<b>- Total (Rs. In Lacs)</b>	<b>9.00</b>	<b>107.49</b>
Weighted Average number of equity shares used for computing Earning Per Share (Basic & Diluted)	539,000	539,000
Earning Per Share (Basic and Diluted) (Amount in Rs)	0.02	0.20
Face value per share (Amount in Rs)	5.00	5.00

Computation of Weighted Average No. of Equity Shares	FY 2019-2020	FY 2018-2019
	No. Shares	No. Shares
(A) Total Number of Shares issued of Rs. 5 each	539,000	539,000
(B) Paid for Fully paid up Shares fully paid Rs. 5 paid up	539,000	539,000
(C) Paid for partly paidup Shares	-	-
(D) Proportionate fully paid up shares of (C) above	-	-
(E) Weighted Average No. Of Shares of Rs. 5 each fully paid up	539,000	539,000

## DELTA IMPEX LIMITED

### 16 RELATED PARTY TRANSACTIONS

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) and description of their relationship and transaction carried out with them during the year in the ordinary course of business are given below:

#### 16.1 Details of Related Parties:

Name of Related Parties	Type of Relation	Relation as defined under Ind AS
Milee Jain	Managing Director	Key Managerial Personnel
Manish Jain	Company Secretary	Key Managerial Personnel
Nilesh Kumar Jain	Director	Key Managerial Personnel
Madhuri Jain	Director	Key Managerial Personnel
Natasha Jain	Independent Director	Key Managerial Personnel
Pulkit Agarwal	Independent Director	Key Managerial Personnel
Dipak Pandit	Chief Financial Officer	Key Managerial Personnel

#### 16.2 Details of related party transactions during the year ended 31.03.2020 :

(Rs. In Thousands)

TYPE OF TRANSACTION	KMP
Sitting Fees to Directors	75.00
(Sitting Fees to Directors)	66.00
Remuneration to Chief Financial Officer	120.00
(Remuneration to Chief Financial Officer)	120.00

#### 16.3 Outstanding Balances As at 31st March, 2020

(Rs. In Thousands)

TYPE OF TRANSACTION	KMP
Directors' Remuneration Payable	Nil
(Directors' Remuneration Payable)	(Nil)

Note 1 : Brackets ' ( ) ' imply figures for previous year .

Note 2 : Related Party Relationship is identified on the basis of available information.

Note 3 : No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from/ to above related parties.

**DELTA IMPEX LIMITED****17 DISCLOSURES UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED)**

There are no Micro and Small Scale Business Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at March 31, 2019. This information as required to be disclosed under the MSMED Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**18 EXPENDITURE IN FOREIGN CURRENCY**

Particulars	FY 2019-2020	FY 2018-2019
Purchase of Fixed Asset	NIL	NIL
Purchase of Stores and Spares	NIL	NIL

**19 EARNING IN FOREIGN EXCHANGE**

Particulars	FY 2019-2020	FY 2018-2019
NIL	NIL	NIL

**20 VALUE OF IMPORTS (CALCULATED ON CIF BASIS)**

Particulars	FY 2019-2020	FY 2018-2019
NIL	NIL	NIL

**21 VALUE OF RAWMATERIALS CONSUMED**

Particulars	FY 2019-2020		FY 2018-2019	
	Rs. In Thnds	%	Rs. In Thnds	%
Indegeneous	-	0%	-	0%
Imported	-	0%	-	0%

**22 VALUE OF STORES/ SPARES & COMPONENTS CONSUMED**

Particulars	FY 2019-2020		FY 2018-2019	
	Rs. In Thnds	%	Rs. In Thnds	%
Indegeneous	-	0%	-	0%
Imported	-	0%	-	0%

**23 CONTINGENT LIABILITY CAPITAL & OTHERS COMMITMENTS (to the extent not provided for)**

Particulars	FY 2019-2020	FY 2018-2019
Contingent Liability Not Provided For	NIL	NIL
Capital & other Commitments	NIL	NIL

**24 SEGMENT REPORTING**

As the Company's business activity primarily falls within a single business and geographical segment, thus there are no additional disclosures to be provided under Ind AS 108 – 'Operating Segment'. The management considers that the various goods/services provided by the Company constitutes single business segment, since the risk and rewards from these goods/services are not different from one another.

**25 DISCLOSURE UNDER CLAUSE 32 OF LISTING AGREEMENT**

There are no reportable transactions / balance with related parties that requires disclosure as per clause 32 of the Listing Agreement.

**26** The figures have been rounded off to the nearest thousands of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than Rs. 10/-.

Figures have been regrouped/reclassified wherever necessary to make them comparable with the current year figures.

## DELTA IMPEX LIMITED

### 27 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Group's assets :

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2020:

(Rs. In Thousands)

Particulars	Date of Valuation	Fair Value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Assets</b> <b>Assets measured at fair value:</b> Investments	March 31, 2020	258.35	-	258.35	-

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2019

(Rs. In Thousands)

Particulars	Date of Valuation	Fair Value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Assets</b> <b>Assets measured at fair value:</b> Investments	March 31, 2019	731.55	-	731.55	-

#### Quantitative disclosures fair value measurement hierarchy for assets as at April 1, 2018:

(Rs. In Thousands)

Particulars	Date of Valuation	Fair Value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Assets</b> <b>Assets measured at fair value:</b> Investments	March 31, 2018	4,357.47	-	4,357.47	-

There are no significant transfers between Level 1, 2 & 3.

### 28 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to the following risks:

- > Credit risk
- > Interest risk
- > Liquidity risk
- > Market risk

#### CREDIT RISK

Credit Risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions, investments and other financial instruments.

## DELTA IMPEX LIMITED

### Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. Counterparty credit ratings are reviewed by the Company periodically and the investments are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failures. The Company does not expect any losses from non- performance by these counterparties.

### INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's borrowings are long term in nature and bear fixed interest rates and hence is not exposed to significant interest rate risk.

### LIQUIDITY RISK

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

The break-up of cash and cash equivalents is as below.

(Rs. In Thousands)

Particulars	For the year ended		
	31st March 2020	31st March 2019	31st March 2018
Cash & Cash Equivalents	2,541.60	2,052.41	254.85
	<b>2,541.60</b>	<b>2,052.41</b>	<b>254.85</b>

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments.

Particulars	On Demand	Less than 12 months	1 to 5 years	> 5 years
<b>As at March 31, 2019</b>				
Borrowings	-	-	-	-
Trade & other payables	-	77.02	-	-
Other financial liabilities	-	-	-	-
<b>As at March 31, 2018</b>				
Borrowings	-	-	1,774.48	-
Trade & other payables	-	76.55	-	-
Other financial liabilities	-	-	-	-
<b>As at March 31, 2017</b>				
Borrowings	-	-	3,206.31	-
Trade & other payables	-	72.74	-	-
Other financial liabilities	-	34.00	-	-

### MARKET RISK

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's does not face exchange risk as it is not engaged in foreign operations. The Company's exposure to the risk of changes in foreign exchange rates could relate only to the Company's operating activities (when revenue or expense would be denominated in a foreign currency).



**29 Capital Management**

For the purposes of Company capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2019, March 31, 2019 and April 1, 2017.

(Rs. In Thousands)			
Particulars	March 31, 2020	March 31, 2019	March 31, 2018
Equity Share Capital	2,695.00	2,695.00	2,695.00
Free Reserve	110.82	101.82	102.46
Reserve to Share Capital (In no. of times)	0.04	0.04	0.04

Particulars	March 31, 2020	March 31, 2019	March 31, 2018
Total equity attributable to the equity share holders of the Company	2,805.82	2,796.82	2,797.46
As percentage of total capital	98.22%	100.00%	61.19%
Current loans and borrowings	-	-	-
Non-current loans and borrowings	-	-	1,774.48
Total loans and borrowings	-	-	1,774.48
As a percentage of total capital	0.00%	0.00%	38.81%
Total capital (borrowings and equity)	2,805.82	2,796.82	4,771.94

The Company is entirely equity financed which is evident from the capital structure table.

## DELTA IMPEX LIMITED

### 30 Financial Instruments

The accounting classification of each category of financial instruments, their carrying amounts and fair value amounts are set out below:

#### Financial Assets :

March 31, 2020

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Investments	258.35	-	258.35	258.35
Trade & Other Receivables	-	-	-	-
Security Deposits	-	-	-	-
Other Non Current Financial Assets	-	-	-	-
Cash and Cash Equivalents	-	2,541.60	2,541.60	2,541.60
Other Current Financial Assets	-	-	-	-
<b>Total</b>	<b>258.35</b>	<b>2,541.60</b>	<b>2,799.94</b>	<b>2,799.94</b>

March 31, 2019

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Investments	731.55	-	731.55	731.55
Trade & Other Receivables	-	-	-	-
Security Deposits	-	-	-	-
Other Non Current Financial Assets	-	-	-	-
Cash and Cash Equivalents	-	2,052.41	2,052.41	2,052.41
Other Current Financial Assets	-	-	-	-
<b>Total</b>	<b>731.55</b>	<b>2,052.41</b>	<b>2,783.95</b>	<b>2,783.95</b>

March 31, 2018

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Investments	4,357.47	-	4,357.47	4,357.47
Trade & Other Receivables	-	-	-	-
Security Deposits	-	-	-	-
Other Non Current Financial Assets	-	-	-	-
Cash and Cash Equivalents	-	254.85	254.85	254.85
Other Current Financial Assets	-	-	-	-
<b>Total</b>	<b>4,357.47</b>	<b>254.85</b>	<b>4,612.32</b>	<b>4,612.32</b>

#### Financial Liabilities :

March 31, 2020

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Borrowings	-	-	-	-
Trade Payables	-	50.86	50.86	50.86
Other Current Financial Liabilities	-	-	-	-
<b>Total</b>	<b>-</b>	<b>3,313.06</b>	<b>3,313.06</b>	<b>3,313.06</b>

March 31, 2019

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Borrowings	-	-	-	-
Trade Payables	-	77.02	77.02	77.02
Other Current Financial Liabilities	-	-	-	-
<b>Total</b>	<b>-</b>	<b>77.02</b>	<b>77.02</b>	<b>77.02</b>

March 31, 2018

(Rs. In Thousands)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying cost	Total fair value
Borrowings	-	1,774.48	1,774.48	1,774.48
Trade Payables	-	76.55	76.55	76.55
Other Current Financial Liabilities	-	-	-	-
<b>Total</b>	<b>-</b>	<b>1,851.03</b>	<b>1,851.03</b>	<b>1,851.03</b>

# **DELTA IMPEX LIMITED**

## **Notes Forming Part of the Financial Statements for the Year Ended March 31, 2020**

### **1. Corporate Information:**

Delta Impex Limited ("the Company") was incorporated in 1985. The Company is listed in India on Metropolitan Stock Exchange of India. The registered office of the Company is located at Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati, Kamrup (M), Assam – 781001.

The standalone financial statements were authorised for issue in accordance with a resolution of the Directors.

### **2. Significant accounting policies**

#### **2.1 Basis of preparation**

##### **a) Statement of Compliances**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 (to the extent notified) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The financial statement for the year ended March 31, 2018 was the first year in which the Company had prepared its financial statement in accordance with Ind AS.

The company has consistently applied the accounting policies to all periods presented in these standalone financial statements, except for the adoption of Ind AS 115 – Revenue from Contracts with Customers and the adoption of Appendix B to Ind AS 21, which was adopted with effect from 1 April 2018.

#### **IND AS 115: Revenue from Contracts with Customers:**

In March 2018, the Ministry of Corporate Affairs has issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying Ind AS 115, 'Revenue from Contracts with Customers'. The Standard is effective from 1st April, 2018.

Revenue from Contracts with Customers Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 supersedes the current revenue recognition standard Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in

exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligation in contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The Company has adopted the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ended March 31, 2018 has not been retrospectively adjusted. The effect on adoption of Ind AS 115 did not have material impact on the financial statements.

#### **Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:**

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment is effective from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

#### **b) Basis of measurement**

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the following material items that have been measured at fair value as required by relevant Ind AS, as applicable :

- Derivative financial instruments;
- Certain financial assets and liabilities measured at Fair Value (Refer accounting policy on financial instruments);
- Share based payment transactions and

- Defined benefit and other long-term employee obligations;

## **2.2 Summary of significant accounting policies :**

### **a. Use of estimates**

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### ***Critical accounting estimates and judgments:***

The areas involving critical estimates and judgments are:

#### **I. Useful lives and residual value of property, plant and equipment and intangible assets :**

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc. and same is reviewed periodically, including at each financial year end. Management reviews the useful economic lives atleast once a year and any changes could affect the depreciation rates prospectively and hence the asset carrying values. The Company also reviews its property, plant and equipment and intangible assets, for possible impairment if there are events or changes in circumstances that indicate that carrying amount of assets may not be recoverable. In assessing the property, plant and equipment and intangible assets for impairment, factors leading to significant reduction in profits, the Company's business plans and changes in regulatory/ economic environment are taken into consideration.

#### **II. Impairment of investments and property, plant and equipment**

The Company has reviewed its carrying value of long term investments in equity shares as disclosed in Note No. 6 of standalone financial statements at the end of each reporting period, for possible impairment, if there are events or changes in circumstances that indicate that carrying amount of assets may not be recoverable. If the recoverable value, which is based upon economic circumstances and future plan is less than its carrying amount, the impairment loss is accounted.

#### **III. Claims and Litigations**

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. The Company reviews any such legal proceedings and claims on an ongoing basis and follow appropriate accounting

guidance when making accrual and disclosure decisions. The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for the Company's financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company determined that there were no matters that required an accrual as of March 31, 2020 other than the accruals already recognized, nor were there any asserted or unasserted claims for which material losses are reasonably possible.

#### **b. Revenue recognition**

Revenue is measured at fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Amounts disclosed are net of returns, trade discounts, rebates, value added taxes (VAT) / goods and service taxes (GST).

The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. The recognition criteria described below must be met before revenue is recognized:

#### **Sale of Goods**

Revenue from the sale of goods is recognized upon passage of title to the customers which coincides with their delivery and is measured at fair value of consideration received/receivable, net of returns and allowances, discounts, volume rebates and cash discounts. The Company collects value added taxes (VAT) / Goods & Services Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

#### **Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **Dividends**

Revenue is recognized when the right to receive the payment is established by the balance sheet date.

### **c. Foreign currencies**

Foreign currency transactions

#### **(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

#### **(ii) Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### **(iii) Exchange Differences**

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

#### **(iv) Functional and presentation currency :**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

### **c. Taxes**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by unused tax losses/credits.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Company operates and generate taxable income.

#### **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax is provided using the liability method on temporary differences arising

between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date in the standalone financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

#### **d. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes its



purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation on fixed assets is calculated on straight line basis using the rates arrived at based on the useful lives estimated by the management.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs of the item can be measured reliably. All other repair and maintenance costs are recognised in profit or loss as incurred.

The management has accepted the useful lives of the Property, Plant and Equipment and has used the rates for providing depreciation on its fixed assets as indicated in Schedule II. The management believe that the above assessment truly represents the useful life of assets in the absence of any evidence to the contrary.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **e. Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

#### **f. Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any, on the same basis as intangible assets that are acquired separately.

### ***Internally-generated intangible assets***

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. If the persuasive evidence exists to the effect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

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 recognized in the statement of profit and loss when the asset is derecognized.

### **g. Expenditure during Construction Period**

Expenditure directly relating to construction activity are capitalized. Other expenditure incurred during the construction period which are not related to the construction activity nor are incidental thereto, are charged to the statement of profit and loss.

## **h. Impairment of tangible and intangible assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

## **i. Investment in Subsidiaries**

The investment in subsidiary is carried at cost as per Ind AS 27. Investment accounted for at cost is accounted for in accordance with Ind AS 105 when they are classified as held for sale and Investment carried at cost is tested for impairment as per Ind AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an

investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, an investor controls an investee if and only if the investor has all the following:

(a) power over the investee;

(b) exposure, or rights, to variable returns from its involvement with the investee and

(c) the ability to use its power over the investee to affect the amount of the investor's returns

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **j. Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **Where the Company is a lessee**

Finance Lease, which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased items, are capitalized at the inception of the lease term at the lower of fair value of the leased item and the present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset except if the escalation in lease is within general inflation rate and consumer price index. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the term of hire, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset.

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the leased item, are classified as operating leases. Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year

in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

## **k. Inventories**

### **Basis of valuation:**

Inventories other than scrap materials are valued at lower of cost and net realizable value, if any. The comparison of cost and net realizable value is made on an item-by-item basis.

### **Method of Valuation:**

- Cost of raw materials are determined by using FIFO method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.
- Cost of traded goods are determined by using FIFO method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.
- Cost of finished goods are determined by using Weighted Average Cost method and comprises all costs of purchase of raw materials and duties & taxes thereto (other than those subsequently recoverable from tax authorities), direct overheads and all other costs incurred in converting the raw materials into finished products.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **l. Provisions**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## **m. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### **n. Dividend Distributions**

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Group and is declared by the shareholders. A corresponding amount is recognized directly in equity.

#### **o. Fair value measurement**

The Company measures financial instruments at fair value at each balance sheet date.

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

- (i) In the principal market for asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **p. Employee Benefits**

### **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### **Other long-term employee benefit obligations**

#### **i) Compensated Absences/Leave Encashment**

Accumulated leaves which is expected to be utilized within next 12 months is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement and discharge at the year end.

#### **ii) Share-based payments**

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

***Equity-settled transactions***

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**q. Exceptional Items**



Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company financial performance.

#### **r. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

#### **s. Financial instruments**

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**

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortized cost.

##### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at fair value through other comprehensive income (FVTOCI),
- Debt instruments at fair value through profit and loss (FVTPL),
- Debt instruments at amortized cost,

- Equity instruments.

#### **Debt instruments at amortized cost**

A debt instrument is measured at amortized cost if both the following conditions are met:

- i) **Business Model Test** : The objective is to hold the debt instrument to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- ii) **Cash Flow Characteristics Test**: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortisation is included in finance income in profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

#### **Debt instruments at fair value through OCI**

A Debt instrument is measured at fair value through other comprehensive income if following criteria are met:

- i) **Business Model Test**: The objective of financial instrument is achieved by both collecting contractual cash flows and for selling financial assets.
- ii) **Cash Flow Characteristics Test**: The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial Asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognized the interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On derecognition of asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### **Debt instruments at FVTPL**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

### **Equity investments of other entities**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in profit & loss account all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTPL, then all fair value changes on the instrument, excluding dividends, are recognized in the Profit & Loss Account. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e removed from the Company statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass through” arrangement and either;
  - a. The Company has transferred the rights to receive cash flows from the financial assets or
  - b. The Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains

control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure :

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income(FVTOCI);

The Company follows “simplified approach” for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;
- All lease receivables resulting from the transactions within the scope of Ind AS 17.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12- months ECL.

### **Financial liabilities**

#### ***Initial recognition and measurement***

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities besides other may include loans and borrowings including trade payables, trade deposits, retention money and liability towards services, sales incentive, other payables and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

#### ***Trade Payables***

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 180 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are

recognized initially at fair value and subsequently measured at amortized cost using EIR method.

***Financial liabilities at fair value through profit or loss***

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

***Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.***

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

***Reclassification of financial assets:***

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company senior management determines change in the business model as a result of external or internal changes which are significant to the Company operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**t. 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.

**u. Segment Reporting Policies**

As the Company business activity primarily falls within a single business and geographical segment and the Board of Directors monitors the operating results of its business units not separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements, thus there are no additional disclosures to be provided under Ind AS 108 – “Segment Reporting”. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another. The Company operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on geographical location of the customers.

#### **v. Cash Flow Statement**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Group are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/ cheques in hand and short-term investments with an original maturity of three months or less.

#### **w. Government grants**

Grants from the Government are recognised when there is reasonable assurance that:

- the Company will comply with the conditions attached to them; and
- the grant will be received.

Government grants related to revenue are recognised on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Such grants are deducted in reporting the related expense. When the grant relates to an asset, it is recognized as income over the expected useful life of the asset.

Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognised at a fair value. When loan or similar assistance are provided by the government or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is recognized as government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. A repayment of government grant is accounted for as a change in accounting estimate. Repayment of grant is recognised by reducing the deferred income balance, if any and the rest of the amount is charged to statement of profit and loss.

#### **x. Current/Non-Current classification**

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **2.3 Recent Accounting Developments**

### **(a) New Standards and Interpretations issued but not yet effective:**

#### **Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:**

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019.

#### **Ind AS 116 'Leases':**

On March 30, 2019, the Ministry of Corporate Affairs notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Ind AS 116 'Leases' and related amendments to other Ind ASs. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the

lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as per Ind AS 17. Ind AS 116 is effective for annual periods beginning on or after April 1, 2019.

#### **Amendment to Ind AS 19 'Employee Benefits':**

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019, though early application is permitted.

#### **Amendment to Ind AS 12 'Income Taxes':**

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019.

The Company is evaluating the effect of the above on its standalone financial statements.



## Route Map for 35<sup>th</sup> Annual general Meeting of the company

