



# LAFFAN SOFTWARE LIMITED

CIN: L72200AS1985PLC002426

REGD. OFF.: 205, HARIBOL ROY MARKET, 2 FLOOR, A.T.ROAD, GUWAHATI - 781 001

CORP. OFF.: 21/7, SAHAPUR COLONY, GROUND FLOOR, KOLKATA – 700 053

Web: [laffan.co.in](http://laffan.co.in)

E\_mail ID : [laffan@mail.com](mailto:laffan@mail.com)

Phone No.: +91 9163513467

**Date: September 04, 2020**

To,  
Head- Listing & Compliance  
Metropolitan Stock Exchange of India Ltd. (MSEI),  
4th Floor, Vibgyor Towers, Plot No. C 62,  
G Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 098.

**Sub: Furnishing of Annual Report under regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the year ended 31<sup>st</sup> March, 2020.**

Dear Sir/Madam,

Please find enclosed herewith the Annual Report for the year ended on 31st March, 2020 as required under regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to take the same on record.

Thanking You.

Yours faithfully,

For Laffan Software Limited

*Swapan Sarkar*

Swapan Sarkar  
Director  
DIN: 05149442



Encl.: As above

**LAFFAN SOFTWARE LIMITED**

*35<sup>th</sup>*  
*ANNUAL REPORT*  
*2019 - 2020*

# **Corporate Information**

## **BOARD OF DIRECTORS**

Mr. Swapan Sarkar (MD)  
Mr. Sandip Kumar Singh (Independent Director) w.e.f 01/05/2019)  
Mr. Partha Chakraborty (Independent Director) (Resigned w.e.f 01/05/2019)  
Ms. Kakli Ghosh (Independent Director)

## **CHIEF EXECUTIVE OFFICE**

Mr. Gunondhar Ghosh (w.e.f 16/08/2019)

## **COMPANY SECRETARY**

Smt. Deepa Bansal (w.e.f. 01/04/2019)

## **AUDITORS**

CA S. N. Chakrabarty & Co..  
Chartered Accountants

## **REGISTRAR & SHARE TRANSFER AGENT**

ABS Consultant Pvt. Ltd  
99, Stephen House  
4, B. B. D. Bagh (E),  
Kolkata – 700 001  
PH: 22201043

## **BANKERS**

HDFC BANK LTD.  
IDBI BANK LTD.

## **REGISTERED OFFICE**

205, Haribol Roy Market  
2nd Floor, A. T. Road  
Near Saraf Building  
Guwahati – 781 001

## **CORPORATE OFFICE**

21/7, Sahapur Colony  
Ground Floor,  
Kolkata – 700 053

## **E-MAIL ADDRESS**

[laffan@mail.com](mailto:laffan@mail.com)

## **WEBSITE**

[www.laffan.co.in](http://www.laffan.co.in)

**LAFFAN SOFTWARE LIMITED**

CIN: L72200AS1985PLC002426  
REGD. OFFICE: 205, Haribol Roy Market, 2<sup>nd</sup> Floor,  
A.T. Road, Guwahati – 781 001  
Website: www.laffan.co.in  
Email Id: laffan@mail.com, Phone: +91 9163513467

**NOTICE**

NOTICE is hereby given that:

The 35<sup>th</sup> Annual General Meeting of the Members of Impala Industrial Enterprises Limited will be held on Wednesday, 30<sup>th</sup> September, 2020 at 2.00 p.m. to transact the following businesses: -

**AS ORDINARY BUSINESS**

1. The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Board's Report and the Report of Auditors' thereon;
2. To appoint a Director in place of Mr. Sandip Kumar Singh (holding DIN : 08443518) who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

By Order of the Board  
Sd/-  
(Swapn Sarkar)  
Executive Director  
DIN: 05149442

Place: Guwahati  
Dated: 02/09/2020

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, 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 such person shall not act as a proxy for any person or shareholder.

2. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2020 to 30.09.2020 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.

4. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents before the closure of the Register of Members for registration
5. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company
7. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
9. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at email id Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
10. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
11. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
12. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
13. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.  
Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.  
As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

14. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

**Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting**

Name	Kakali Ghosh	Sandip Kumar Singh	Gunodhar Ghosh
Date of Birth	13-02-1970	06-03-1983	10-11-1960
Directors Identification Number (DIN)	07188585	08443518	08524622
Age	49 years	37 years	59 years
Qualification	Graduate	Graduate	Graduate
Expertise in Specific Area	Finance	Finance	Finance
Date of first Appointment on board of the Company	15-07-2015	01-05-2019	16-08-2019
List of Directorship held in other companies	5	5	5
Membership/Chairmanships of Audit and stakeholders relationship committees	Yes	Yes	Yes

15. Members may note that the Notice of the Meeting will be available on the Company's website [iiel.co.in](http://iiel.co.in). The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.

16. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 10:00 A.M to 12:00 Noon.

17. Voting through Electronic Means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March 2015 and Regulation 44 of Listing Obligations and Disclosure Requirements Regulations, 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by Central Depository Services (India) Limited (CDSL).
- ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- iii. The remote e-voting period commences on 27<sup>th</sup> September, 2020 (9.00 A.M. IST) and ends on 29<sup>th</sup> September, 2020 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on 23<sup>rd</sup> September, 2020 ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on 29<sup>th</sup> September 2020 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iv. **K Sonee & Company**, Practising Company Secretary, Cop. No. 14302 (Mr. Kaushik Sonee FCS, Membership No. 7921) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

1. The voting period begins on 27<sup>th</sup> September, 2020 (9.00 A.M. IST) and ends on 29<sup>th</sup> September, 2020 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 23<sup>rd</sup> day of September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Click on Shareholders.
5. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. 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 voting of any company, then your existing password is to be used.

	<b>For Members 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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

8. If you are a first time user follow the steps given below:
9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant "LAFFAN SOFTWARE LIMITED" on which you choose to vote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15. 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.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
18. 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.
19. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Guwahati  
Dated: 02/09/2020

By Order of the Board  
Sd/-  
(Swapan Sarkar)  
Executive Director  
DIN: 05149442



**LAFFAN SOFTWARE LIMITED**

CIN: L72200AS1985PLC002426  
REGD. OFFICE: 205, Haribol Roy Market, 2<sup>nd</sup> Floor,  
A.T. Road, Guwahati – 781 001  
Website: www.laffan.co.in  
Email Id: laffan@mail.com, Phone: +91 9163513467

**DIRECTOR’S REPORT**

To,  
The Shareholders,

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report along with the Audited Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020.

**1. Financial Results:**

Particulars	(Rs. in Lacs)	
	2019-20	2018-19
Income	55.43	10.50
Expenditure	64.55	43.36
Profit/(Loss) before depreciation tax and exceptional item	(9.13)	(32.85)
Exceptional item	--	--
Depreciation	--	0.01
Profit/(Loss) before Taxation	(9.13)	(32.86)
Deferred Tax/Current tax	--	--
Profit/(Loss) After Taxation	(9.13)	(32.86)

**2. Business performance**

The Company does not have divisions therefore division wise working details are not applicable. Total revenue from operations of the Company was Rs. 55.43 lacs for the year ended 31<sup>st</sup> March, 2020 as against Rs. 10.50 Lacs for the year ended 31<sup>st</sup> March, 2019. During the financial year 2019-20, the Company earned a Loss after tax of Rs. 9.13 Lacs as compared to Rs. 32.86 Lacs in previous year

**3. Share capital:**

The paid up equity capital as on March 31, 2020 is Rs. 15,22,17,000/- divided into 15221700 equity shares of Rs. 10/- each. During the year under review, the Company has not issued bonus shares nor issued shares with differential voting rights nor granted stock options nor sweat equity and nor buy back its own securities.

**4. Change in nature of Business:**

There was no change in nature of business activity during the year.

**5. Transfers to Reserves:**

During the year, the Company has not transferred any amount to the reserves.

**6. Material Changes and Commitments Affecting The Financial Position of the Company occurred between the end of the Financial Year of the Company to which The financial statement relate and the date of the report:**

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

**7. Dividend:**

Your Directors do not recommend any dividend for the equity shareholders for the financial year 2019-2020.

**8. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out-Go:**

**A) Conservation of energy:**

- (i) The steps taken or impact on conservation of energy; Nil
- (ii) The steps taken by the company for utilizing alternate sources of energy; Nil
- (iii) The capital investment on energy conservation equipment; Nil

**Note: - The Company does not have any manufacturing activities which require heavy consumption of energy. The company uses latest technology low energy consumption products in its office.**

**B) Technology absorption:**

- (i) The efforts made towards technology absorption: Nil
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil
  - a) The details of technology imported: Nil
  - b) The year of import; Nil
  - c) Whether the technology been fully absorbed; Nil
  - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Nil and
- (iv) The expenditure incurred on Research and Development. Nil

**Note: - In respect of the Nature of the Business of the company there was no requirement of any technology.**

**C) Foreign exchange earnings and Outgo:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. -No Foreign Exchange is earned or spent by the company during the year under review.

**9. Extract of Annual Return:**

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies( Management and Administration ) Rules, 2014, are included in this Report as **Annexure-B** and forms an integral part of this report.

## 10. Directors and Key Managerial Personnel

### A) Changes in Directors and Key Managerial Personnel:

- i) As per the provisions of Section 149 and 152 of the Companies Act, the shareholders at their Annual General Meeting held on 30<sup>th</sup> September, 2019 (Last years AGM) had approved the re-appointment of all existing Independent Directors of the Company for tenure of up to five consecutive years. None of the Independent Directors are liable to retire by rotation.
- ii) In accordance with section 149(7) of the Companies Act, 2013, each Independent Director has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii) Further, in accordance with provisions of Section 152 of the Companies Act, 2013, the shareholders had also approved the variation in the terms of appointment of Mr. Swapan Sarkar, Director, making him liable to retire by rotation.

### B) Declaration by Independent Director(s) and reappointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 11. Deposits:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## 12. Internal Control Systems and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## 13. Board Meetings:

The Board of Directors (herein after called as “the Board”) met for 5 (Five) times during the Year under review:

Sr. No.	Particulars	No. of meetings held
1	Board meetings	6
2	Audit Committee meetings	4
3	Nomination and Remuneration Committee meeting	4

#### **14. Code of Conduct:**

The Company has laid down a code of conduct for all Board members and senior management and Independent Directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct.

#### **15. Nomination and Remuneration Committee:**

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

#### **16. Vigil Mechanism/ Whistle Blower Policy:**

The Company has a vigil mechanism named 'IIEL' in terms of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to deal with instance of fraud and mismanagement, if any, and to report concerns about unethical behavior, wrongful conduct and violation of the Company's code of conduct or ethics policy. The details of the said policy are explained in the Corporate Governance Report and also posted on the website of the Company i.e **laffan.co.in**.

#### **17. Remuneration Policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, which inter-alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### **18. Familiarisation Programme For Board Members:**

The Company is required to conduct the Familiarization Programme for Independent Directors (IDs), to familiarize them about the Company and their roles, rights, responsibilities in the Company. The Familiarization Programme is stated in the Corporate Governance Report forming part of this Annual Report. The details of such Familiarization Programme for directors may be referred to, at the website of the Company at **laffan.co.in**.

#### **19. Director's Responsibility Statement:**

The directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 2019-20 and of the profit or loss of the Company for the year under review.
- iii) The directors have 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.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

## **20. Risk Policy:**

Business risk evaluation and management is an ongoing process within the Company as per the risk management policy established by the board. The Company understands that risk evaluation and risk mitigation is a function of the Board of the Company and the Board of Directors is fully committed to developing a sound system for identification and mitigation of applicable risks viz., systemic and non-systemic. The Board of Directors has approved a Risk Management Policy as per which the Company is in the process of identifying critical risks of various departments within the Company. Once identified, a sound mitigation system will be put in place. Further the Board is of the opinion that at present there are no material risks that may threaten the functioning of the Company.

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The framework also defines the risk management approach across the enterprise at various levels. Risk Management forms an integral part of the Company's planning process. Risk Management Committee of the Board reviews the process of risk management. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report

## **21. Auditors:**

M/s. S. N. Chakraborty & Co. (Firm Registration No. 309080E), Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with the limits specified in Section 139 read with Section 141 of the Companies Act, 2013. You are requested to consider their appointment.

There is no audit qualification for the year under review

## **22. Statutory Auditors' Observations:**

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark.

## **23. Particulars of Employees and related disclosures:**

Details of Managerial Remuneration required pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as *Annexure-C*.

## **24. Secretarial Auditor:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 M/s. K Sonee & Company, Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report is annexed herewith as "**Annexure D**"

## **25. Particulars of Loans, Guarantees or Investments:**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2019-20.

## **26. Particulars of Contracts and Arrangements with Related Parties:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are reviewed by the Audit Committee of the Board. During the year the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A Policy on related party transactions and dealing with related parties as approved by the Board has been posted on the Company's website iiel.co.in as "**Annexure A.**"

## **27. Equity shares with differential Rights:**

The Company has not issued any equity shares with differential voting rights.

## **28. Corporate Social Responsibility Initiatives:**

The provisions of section 135 about constitution of Corporate Social Responsibility Committee are not applicable to the Company. Hence, the company has not formed the same.

## **29. Details of Subsidiary/Joint Ventures/Associate Companies:**

The company does not have any subsidiary companies or joint venture companies or associate companies during the year under review. Also, there was no company which have become or ceased to become the subsidiaries/joint ventures/associate company (ies) during the year.

## **30. Significant and Material Orders Passed by the Regulators or Courts or Tribunals:**

During the financial year under review there were no significant and / or material orders, passed by the Regulatory/ Statutory Authorities or the Courts, which would impact the going concern status and its future operations.

## **31. Disclosure regarding issue of Employee Stock Options:**

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section 62 read with Rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014.

## **32. Disclosure regarding issue of Sweat Equity Shares**

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture) Rules, 2014 during the Financial Year.

## **33. Management Discussion and Analysis:**

Management Discussion and Analysis Report for the financial year under review as stipulated under regulation 34 of the Listing Regulations is set out in a separate Section forming part of this Report.

### **34. Corporate Governance:**

Your Company believes that Corporate Governance is a code of self discipline. In the line with this policy, the Board of Directors strongly believes that it is very important that the Company follows healthy Corporate Governance practices and reports to the shareholders the progress made on the various measures undertaken.

A report on Corporate Governance, along with a certificate from the Statutory Auditors on compliance with Corporate Governance norms forms an integral part of this report.

### **35. Board's Response on Auditors Qualification, Reservation or Adverse Remark or disclaimer Made:**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Company Secretary in Practice in the Secretarial Audit Report.

### **36. Disclosures Under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013:**

The Company is committed to provide a safe & conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. During the year under review, no case of sexual harassment was reported.

### **37. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future:**

There are no significant and material orders passed by the Regulators/ Court who would impact the going concern status of the Company and its future operations.

### **38. Appreciations:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Place: Guwahati  
Dated: 02/09/2020

By Order of the Board  
Sd/-  
(Swapan Sarkar)  
Executive Director  
DIN: 05149442

## Annexure A to Boards Report

### 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 arm's length transaction under third proviso thereto.

#### **1. Details of contracts or arrangements or transactions not at Arm's length basis. N.A.**

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

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

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

Place: Guwahati  
Dated: 02/09/2020

By Order of the Board  
Sd/-  
(Swapan Sarkar)  
Executive Director  
DIN: 05149442



**Annexure B to Boards Report**

**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	L72200AS1985PLC002426
2	Registration Date	26.08.1985
3	Name of the Company	LAFFAN SOFTWARE LIMITED
4	Category/Sub-category of the Company	Public limited company by shares
5	Address of the Registered office & contact details	205, Haribol Roy Market, 2ND Floor, A.T. Road Guwahati - 781 001 (Ph.) +91 9163513467
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ABS Consultants Pvt. Ltd. 99, Stephen House, 4, B.B.D. Bagh, Kolkata - 700 001 Phone No. 033-22201043

**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	Investment & Finance		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	NAME OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1					
2					
3					

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

##### 1. 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. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	631850	-	651850	4.15	631850	-	651850	4.15	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	631850	-	651850	4.15	631850	-	651850	4.15	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	14431640	-	14431640	94.81	14431640	-	14431640	94.81	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	10000	148210	158210	1.04	10000	148210	158210	1.04	-
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	14441640	148210	14589850	95.85	14441640	148210	14589850	95.85	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	14441640	148210	14589850	95.85	14441640	148210	14589850	95.85	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>15073490</b>	<b>148210</b>	<b>15221700</b>	<b>100.00</b>	<b>15073490</b>	<b>148210</b>	<b>15221700</b>	<b>100.00</b>	<b>-</b>

## 2. Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of 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	BAY INLAND FINANCE PVT.LTD.	101850	0.67	-	101850	0.67	-	-
2	ARTILLEGENCE BIO-INNOVATIONS LTD.	530000	3.48	-	530000	3.48	-	-
	<b>Total</b>	<b>631850</b>	<b>4.15</b>	<b>-</b>	<b>631850</b>	<b>4.15</b>	<b>-</b>	<b>-</b>

## 3. 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	631850	4.15		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year			631850	4.15


No change in the Holding of the Promoter & Promoter Group Persons

## 4. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):


SN	For Each of the Top 10 Shareholders	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	NOVELTY TRADERS LIMITED	1247250	8.19	1247250	8.19
2	IMPALA INDUSTRIAL ENTERPRISES LTD.	1190750	7.82	1190750	7.82
3	ONLINE INFORMATION TECHNOLOGIES LTD.	1134000	7.45	1134000	7.45
4	RAMKRISHNA FINCAP LTD.	866250	5.69	866250	5.69
5	SURABHI DAIRY PRODUCTS PVT. LTD.	720500	4.73	720500	4.73
6	N. E. ELECTRONICS LIMITED	665550	4.37	665550	4.37

7	LOGIC INFOTECH LIMITED	610000	4.01	610000	4.01
8	JAGADISHWAR PHARMACEUTICAL WORKS LTD.	593375	3.90	593375	3.90
9	NEW OUTLOOK SECURITIES LIMITED	591000	3.88	591000	3.88
10	MUKTAMANI FINCO LIMITED	589550	3.87	589550	3.87
	<b>At the end of the year</b>	<b>8208225</b>	<b>53.92</b>	<b>8208225</b>	<b>53.92</b>

#### 5. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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.					
2.					
3.					

#### 6. INDEBTEDNESS- Indebtedness of the Company including interest outstanding/accrued but not due for payment.

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

## 7. 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					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)= (1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

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

**8. . 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>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>Nil</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**Annexure C to Boards Report**

**Pursuant to Section 197 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**DETAILS RELATED TO MANAGERIAL REMUNERATION:**

A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sl. No.	Requirement of Rule 5(1)	Disclosure		
		Name of the Director	Salary	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.			
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year.	<b>Particulars</b>	<b>% Increase</b>	<b>Remarks</b>
		a) Directors		
		b) MD		
		c) CFO		
		d) CEO		
		e) Company Secretary		
	f) Manager			
3	The percentage increase in the median remuneration of employees in the financial year			
4	The number of permanent employees on the rolls of the company			
5	Average percentile increase already made in the salaries of employee's other than the Managerial Personnel in the last financial year i.e. 2016-17 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in remuneration of		
		<b>Managerial Personnel</b>	<b>Employees</b>	
6	Affirmation that the remuneration is as per the remuneration policy of the company	We affirm that the remuneration paid to employees and KMP's was based on the Remuneration Policy.		

B) Details of the Top-10 employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 who:

- Drawing salary of 1 Crore and 2 Lakhs or above for the year if employed throughout the year -Nil
- Drawing salary of 8.5 Lakhs p/m or above for a month if employed for part of the year - Nil
- Drawing salary more than the salary of MD and having 2% stake in the company –Nil

C) No Managing Director or Whole-time Director of the Company is receiving any commission from the company as well as from the Holding Company or Subsidiary Company of the Company.

D) The disclosures required under clause C (5) of Schedule-V of SEBI (LODR) Regulations, 2015 are mentioned in the “Corporate Governance Report” under the heading “Disclosures”.



**Annexure D to Boards Report**  
**SECRETARIAL AUDIT REPORT**  
**Form No. MR-3**  
**For the Financial Year Ended On 31<sup>st</sup> March, 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,  
**Laffan Software Limited**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Laffan Software Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 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:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Impala Industrial Enterprises Limited for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
    - (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 Applicable Acts,
- (a) Factories Act, 1948
  - (b) Payment of Wages Act, 1936, and rules made thereunder,
  - (c) The Minimum Wages Act, 1948, and rules made thereunder,
  - (d) Employees' State Insurance Act, 1948, and rules made thereunder,
  - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
  - (f) The Payment of Bonus Act, 1965, and rules made thereunder,
  - (g) Payment of Gratuity Act, 1972, and rules made thereunder,
  - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
  - (i) Food Safety and Standards Act, 2006, and rules made thereunder.
4. We have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India.
  - The Listing Agreements entered into by the Company with Stock Exchange(s) (up to 30th November, 2015) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st December, 2015);
5. We further report that,
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors 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 the directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
6. We 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.

Date: 02/09/2020  
Place: Kolkata

Kaushik Sonee  
Practicing Company Secretary  
COP No.: 14302

**Annexure to Secretarial Audit Report in form MR-3**

To,  
The Members,  
**Laffan Software Limited**

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and process 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 process and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 02/09/2020  
Place: Kolkata

Kaushik Sonee  
Practicing Company Secretary  
COP No.: 14302

## Report on Corporate Governance

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large. Your Company has complied with all material aspects of the Corporate Governance Code as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Report on the Corporate Governance compliance is furnished below:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, and governance of the Company. The Board of Directors and the management of the Company is committed to the consistent adherence to the corporate governance code and constant review of the Board processes, practices and the Management Systems to maintain a greater degree of responsibility and accountability.

### 2. BOARD OF DIRECTORS:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. The members on the Board possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner. The strength of Board of Directors is 4 (Four). Whose composition and category is given below:

#### A. Composition and category of directors as on March 31, 2020:

The Board comprises such numbers of non-executive, executive and Independent Directors as required under applicable legislation. The composition of board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board of the Company comprises of 4 (Four) Directors. The Composition of the Board of Directors is as follows:

Director	Category
Mr. Swapan Sarkar	Executive- Non-Independent Director
Mr. Sandip Kumar Singh	Non-Executive - Independent Director
Ms. Kakli Ghosh	Non-Executive - Independent Director
Mr. Gunodhar Ghosh	Non-Executive - Independent Director

#### B. Attendance of Each Director at the meeting of the Board of directors and the last Annual General Meeting:

Name of the Directors	No. of Board Meeting Attended	Attendance at last AGM held on September 30, 2019
Mr. Swapan Sarkar	6	Yes
Mr. Sandip Kumar Singh	6	Yes
Ms. Kakli Ghosh	5	Yes
Mr. Gunodhar Ghosh	3	Yes

**C. Number of Other Board of Directors Or Committees in Which A Directors is a member or chairperson:**

Directors	Category	No. of other Directorship	No. of other Committee positions	
			Member	Chairman
Mr. Swapan Sarkar	Executive- Non-Independent Director	6	0	6
Mr. Sandip Kumar Singh	Non-Executive - Independent Director	6	6	0
Ms. Kakali Ghosh	Non-Executive - Independent Director	6	6	0
Mr. Gunodhar Ghosh	Non-Executive - Independent Director	6	6	0

**D. Number of Meetings of the Board of Directors held and dates on which held:**

During the year ended on March 31, 2020 Six Board Meetings were held:

Sr. No.	DATES OF BOARD MEETINGS
1	30-May-2019
2	19-Jun -2019
3	29-Jun-2019
4	14-Aug-2019
5	14-Nov-2019
6	13-Feb-2020

**E. Disclosure of Relationships Between Directors Inter-Se- NIL**

**F. Number of shares and convertible instruments held by Non-Executive directors: NIL**

**G. The details of Familiarization programme imparted to Independent Directors have been disclosed on the website of the Company i. e. [www.iiel.co.in](http://www.iiel.co.in).**

**3. AUDIT COMMITTEE:**

**A. TERMS OF REFERENCE:**

The Audit Committee's powers, role and functions are stipulated in Regulation 18 and in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act, 2013, accordingly the Audit Committee performs the functions of approving Annual Internal Audit Plan, reviewing of financial reporting system, discussing on financial results, significant related party transactions, interaction with Statutory and Internal Auditors, Reviewing of Business Risk Management Plan, and Internal Audit Reports.

**B. COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON:**

The Audit Committee consists of 3 (Three) Independent Directors. Smt. Kakli Ghosh is the Chairman of the Committee. The members of the committee have requisite experience in corporate management, finance, Accounts and corporate laws. During the year, four meetings of the Audit committee were held,

The Audit Committee consists of

1. Smt. Kakali Ghosh – Chairman
2. Mr. Swapan Sarkar – Member

3. Mr. Sandip Kumar Singh – Member

**C. MEETINGS AND ATTENDANCE DURING THE YEAR:**

NAME OF THE DIRECTORS	NO. OF BOARD MEETING ATTENDED
Mr. Sandip Kumar Singh	4
Mr. Swapan Sarkar	4
Ms. Kakli Ghosh	4

**4. NOMINATION AND REMUNERATION COMMITTEE**

**A. TERMS OF REFERENCE:**

The terms and functions of Nomination and Remuneration Committee are stipulated under Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly Committee discharged following functions

- i) Succession planning of the Board of Directors and senior management employees;
- ii) Identifying and selection of candidates for appointment as directors / independent directors based on certain laid down criteria;
- iii) Identifying potential individuals for appointment as key managerial personnel and to other senior management positions;
- iv) 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;
- v) Review the performance of the board of directors and senior management employees based on certain criteria as approved by the board.

**B. COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON:**

The Nomination and Remuneration Committee consists of 3 (Three) Independent Directors and 3 (Three) Non Executive Director. Mr. Sandip Kumar Singh is appointed as Chairman of the Committee.

The constitution of the Nomination and Remuneration Committee as on March 31, 2019 is as follows:

1. Mr. Sandip Kumar Singh – Chairman
2. Mr. Swapan Sarkar – Member
3. Mr. Gunodhar Ghosh – Member

**C. MEETINGS AND ATTENDANCE DURING THE YEAR:**

Nomination and Remuneration Committee held 4(Four) Meeting during the Year which was attended by the chairman and all the members of the Committee.

## D. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

## 5. REMUNERATION OF DIRECTORS:

NAME OF THE DIRECTORS	REMUNERATION
Mr. Swapan Sarkar	Nil
Mr. Sandip Kumar Singh	Nil
Ms. Kakali Ghosh	Nil
Mr. Gunodhar Ghosh	Nil

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Sandip Kumar Singh	Chairman
Mr. Swapan Sarkar	Member
Ms. Kakali Ghosh	Member
Shareholder Complaint received so far	NIL
Number of complaints not Solved to the Satisfaction of Shareholder	NIL
Number of Pending Complaints	NIL

## 7. GENERAL BODY MEETINGS:

### A. Location and time, where last three Annual General Meetings held;

Financial Year ended	Date	Location of Meeting	Time
2018-19	30 <sup>th</sup> September, 2019	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A.T. Road, Guwahati 781001	10.00 A. M
2017-18	28 <sup>th</sup> September 2018	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A.T. Road, Guwahati 781001	10.00 A. M
2016-17	30 <sup>th</sup> September 2017	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A.T. Road, Guwahati 781001	10.00 A. M

**B. Extra ordinary General Meeting:** No Extra ordinary General Meetings of the members was held during the year under review.

**C. Details of the Special Resolution passed through Postal Ballot:** During the year under review, no resolution has been passed through the exercise of postal ballot.

## 8. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are communicated to the Metropolitan Stock Exchange of India where the Company's shares are listed as soon as the same are approved and taken on record by the Board of Directors of the Company. The quarterly & half-yearly results are not sent individually to the shareholders but are uploaded on the Company's website [laffan.co.in](http://laffan.co.in).

**9. GENERAL SHAREHOLDER INFORMATION:**

A)	AGM: Date, time and venue	Monday, 30 <sup>th</sup> September, 2020 at 01.00 p.m. 205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A.T. Road, Guwahati 781001
B)	Financial year	April 01, 2019 to March 31, 2020
C)	Dividend Payment Date	No dividend was declare
D)	Listing on Stock Exchanges exchange at which securities are listed Listing fee for 2019-2020 have been paid in respect of MSEI.	MSEI Ltd.
E)	Stock Code	LAFFANSOFT
F)	Market Price Data: High., Low during each month in last financial year	There was no trading during the Year
G)	Registrar and Transfer Agents	ABS Consultant Pvt. Ltd.
H)	Share Transfer System	Demat and Physical (both)
I)	Distribution of shareholding	As per Annexure-1
J)	De-materialization of shares and liquidity	15073490 Equity share
K)	Plant Locations	NA
L)	Address for correspondence	205, Haribol Roy Market, A.T. Road, Guwahati-781001

**Distribution of Shareholding as on 31.03.2020 (Annexure – 1)**

No. of Shares	No. of shareholders	% of Total holders	No. of Shares	% of total Holdings
Upto - 500	Nil	Nil	Nil	Nil
501 – 1000	Nil	Nil	Nil	Nil
1001 – 2000	Nil	Nil	Nil	Nil
2001 – 3000	Nil	Nil	Nil	Nil
3001 – 4000	Nil	Nil	Nil	Nil
4001 – 5000	Nil	Nil	Nil	Nil
5001 – 10000	1	2.22	10000	0.07
10001 – & Above	44	97.78	15211700	99.93
<b>TOTAL</b>	<b>45</b>	<b>100.00</b>	<b>15221700</b>	<b>100.00</b>

**10. Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:**

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The details of the compliance of Regulations 17 to 27 of the Listing Regulations are given in this Corporate Governance Report. Further, the Company has uploaded the documents/details mentioned in the clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations on it's website at. [laffan.co.in](http://laffan.co.in).

Adoption of the non mandatory requirements of listing Regulation is being reviewed by the Board from time to time.

By Order of the Board  
Sd/-  
(Swapn Sarkar)  
Executive Director  
DIN: 05149442

Place: Guwahati  
Dated: 02/09/2020



# **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

## **The Members of Laffan Software Limited**

We have examined the compliance of conditions of Corporate Governance by Laffan Software Limited for the year ended March 31, 2020 stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For S. N. Chakraborty & Co.  
Chartered Accountants  
Firm Registration No. 309080E

Sd/-  
Saurindra Nath Chakraborty  
Proprietor

Membership No: 016230  
Kolkata

## **CFO CERTIFICATION PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **The Board of Directors Laffan Software Limited**

We, the undersigned in our respective capacities as Vice Chairman and Whole Time Director, Chief Financial Officer and of Laffan Software Limited, certify to the Board in terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2020.

1. To the best of our knowledge and belief, we certify that:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - c) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes, if any, in the internal controls over financial reporting during the year.
  - b) significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the company's internal control system over financial reporting.

By Order of the Board  
Sd/-  
(Swapan Sarkar)  
Executive Director  
DIN: 05149442

Place: Guwahati  
Dated: 02/09/2020

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Your Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March 2020.

### **FORWARD-LOOKING STATEMENTS:**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### **OPPORTUNITIES AND THREATS:**

The fundamental growth drivers of the country's economy as well as our company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally.

The threats to the segments in which the company operates are volatility in Exchange rate, pricing pressure arising due to competition from low cost suppliers, technology up-gradation, and severe competition among competitor and newly emerging competitive nations and stricter environment laws. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well. Therefore, the company has decided to close down the manufacturing activity, concentrate on the trading, and look for other opportunities in the Export market.

### **MANAGEMENT TEAM:**

The existing management has a strong technical and management knowledge and experience in the chemical business.

Mr. Swapan Sarkar, Chairman of the Company is an entrepreneur and is having vast knowledge and expertise in handling various businesses including the business of the Company.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard. The company has cleared secured bank liability against assets.

### **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order of the Board  
Sd/-  
(Swapan Sarkar)  
Executive Director  
DIN: 05149442

Place: Guwahati  
Dated: 02/09/2020

### **Independent Auditor's Report**

To  
The Members of  
**LAFFAN SOFTWARE LTD.**

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

We have audited the accompanying standalone Ind AS financial statements of **LAFFAN SOFTWARE LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and the summary of the significant accounting policies and other explanatory information.

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

1. 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 and Financial Performance including Other Comprehensive Income, Cash Flows and the statement of Changes in 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 Companies (Indian Accounting Standard) Rules, 2015, as amended.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 standalone 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**

2. 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 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 standalone Ind AS financial statements are free from material misstatement.

3. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS 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 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 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.
4. 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**

5. In our opinion and to the best of our information and according to the explanations given to us, the 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2020, its Profit (including Other Comprehensive Income), its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

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

6. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure - A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
7. As required by section 143(3) of the Act, we further 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 appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

- e. On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **S. N. Chakrabarty & Co.**  
Chartered Accountants  
Firm Regn.No.: 309080E

Place : Kolkata  
Dated : 02/09/2020

Saurindra Nath Chakrabarty  
(Proprietor)  
Membership No : 016230  
UDIN:

**Annexure – ‘A’ to the Independent Auditor’s Report on the standalone Ind AS financial statements of LAFFAN SOFTWARE LTD.**

(Referred to under the heading “Report on Other Legal and Regulatory Requirements” of our Report)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Companies Act 2013 in respect of investments made during the year.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.



- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, 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) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, customs duty, excise duty, value added tax and cess on account of any dispute, not arise.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair views of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer/further public offer/debt instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, managerial remuneration in accordance with the requisite approvals mandated by the provision 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 clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and 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.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-1A of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S. N. Chakrabarty & Co.**  
Chartered Accountants  
Firm Regn.No.: 309080E

Place : Kolkata  
Dated : 02/09/2020

Saurindra Nath Chakrabarty  
(Proprietor)  
Membership No : 016230  
UDIN:

**“Annexure B” to Independent Auditors’ Report 31<sup>st</sup> March 2020 on the standalone Ind AS financial statements**

Referred to in paragraph 8(f) of the Independent Auditors’ Report of even date to the members of **LAFFAN SOFTWARE LTD.** on the standalone Ind AS financial statements for the year ended March 31, 2020

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act 2013 (“the Act”)**

1. We have audited the internal financial controls over financial reporting of **LAFFAN SOFTWARE LTD.** (“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**

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

**Auditors’ Responsibility**

3. 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 as specified under section 143(10) of the Act 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 ICAI. 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error
5. 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**

6. 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 standalone Ind AS 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 standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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**

7. 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**

8. In our opinion, to the best of our information and according to the explanations given to us, 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, 2019, 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 **S. N. Chakrabarty & Co.**  
Chartered Accountants  
Firm Regn.No.: 309080E

Place : Kolkata  
Dated : 02/09/2020

Saurindra Nath Chakrabarty  
(Proprietor)  
Membership No : 016230  
UDIN:

**LAFFAN SOFTWARE LIMITED**  
**Balance Sheet as at 31st March 2020**

Particulars	Note No.	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
<b>A. Assets</b>				
<b>1 Non- Current Assets</b>				
a) Property, Plant & Equipment	3	345.00	862.24	2,155.24
b) Investment Properties		-	-	-
c) Financial Assets				
i) Investments	4	4,50,67,962.80	4,53,37,215.70	6,52,09,320.80
d) Other Non- Current Assets	5	90,390.00	1,81,145.00	1,81,145.00
<b>Total Non Current Assets</b>		<b>4,51,58,697.80</b>	<b>4,55,19,222.94</b>	<b>6,53,92,621.04</b>
<b>2 Current Assets</b>				
a) Inventories	6	17,10,54,310.86	17,41,86,121.38	14,58,85,906.12
b) Financial Assets				
i) Trade Receivables	7	4,40,000.00	4,40,000.00	4,40,000.00
ii) Cash and Cash Equivalents	8	4,69,989.34	31,74,381.84	1,37,87,672.10
c) Other Current Assets	9	1,05,04,781.00	54,90,000.00	99,74,000.00
<b>Total Current Assets</b>		<b>18,24,69,081.20</b>	<b>18,32,90,503.22</b>	<b>17,00,87,578.22</b>
<b>Total Assets</b>		<b>22,76,27,779.00</b>	<b>22,88,09,726.16</b>	<b>23,54,80,199.26</b>
<b>B. Equity &amp; Liabilities</b>				
<b>1 Equity</b>				
a) Share Capital	10	15,22,17,000.00	15,22,17,000.00	15,22,17,000.00
b) Other Equity	11	7,54,03,279.00	7,65,85,226.16	8,32,53,199.26
<b>Total Equity</b>		<b>22,76,20,279.00</b>	<b>22,88,02,226.16</b>	<b>23,54,70,199.26</b>
<b>2 Liabilities</b>				
<b>a) Non Current Liabilities</b>				
i) Financial Liabilities		-	-	-
ii) Other Liabilities		-	-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>b) Current Liabilities</b>				
i) Financial Liabilities		-	-	-
ii) Other Liabilities	12	7,500.00	-	10,000.00
iii) Provisions		-	-	-
<b>Total Current Liabilities</b>		<b>7,500.00</b>	<b>-</b>	<b>10,000.00</b>
<b>Total Equity &amp; Liabilities</b>		<b>22,76,27,779.00</b>	<b>22,88,02,226.16</b>	<b>23,54,80,199.26</b>

- 7,500.00 -

Summary of significant accounting policies

Note 1&2

See accompanying notes forming part of the financial statements

In term of our report attached.  
For S. N. Chakrabarty & Co.  
Firm Registration No. 309080E  
Chartered Accountants

For and on behalf of the Board

Swapn Sarkar  
Director  
DIN : 05149442

Saurindra Nath Chakrabarty  
(Proprietor)  
MRN: 053264

Kakali Ghosh  
Director  
DIN : 07188585

Place: Kolkata

Date : 2nd September, 2020

**LAFFAN SOFTWARE LIMITED**  
**Statement of Profit and Loss for the year ended 31 March, 2020**

Particulars	Note No.	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.
<b>Income</b>			
Revenue from Operations	13	54,00,350.00	10,50,000.00
Other Income	14	1,42,124.00	-
<b>Total Revenue</b>		<b>55,42,474.00</b>	<b>10,50,000.00</b>
<b>Expenditure</b>			
(a) Purchase		23,00,550.00	2,93,50,000.00
(b) Changes in Inventories of Finished Goods	15	31,31,810.52	(2,83,00,215.26)
(c) Depreciation and Amortisation Expense	3	517.24	1,293.00
(d) Employee Benefits Expense	16	4,51,030.00	4,20,450.00
(e) Other Expenses	17	5,71,260.50	28,64,340.26
<b>Total Expenses</b>		<b>64,55,168.26</b>	<b>43,35,868.00</b>
<b>Profit before Exceptional Items and Tax</b>		(9,12,694.26)	(32,85,868.00)
Less: Exceptional Items		-	-
<b>Profit/ (Loss) Before Tax</b>		(9,12,694.26)	(32,85,868.00)
<b>Tax Expense :</b>			
(a) Tax Expense for Current Year		-	-
(b) Tax Expense for Earlier Year		-	-
(c) Deferred Tax Asset		-	-
<b>Profit / (Loss) for the year</b>	(A)	<b>(9,12,694.26)</b>	<b>(32,85,868.00)</b>
<b>Other Comprehensive Income</b>			
i. Items that will not be reclassified to profit or loss-Actuarial (Loss)/Gain	18	(2,69,252.90)	7,04,034.90
ii. Income tax relating to items that will not be reclassified to profit or loss			
iii. Items that will be reclassified to profit or loss			
iv. Income tax relating to items that will be reclassified to profit or loss			
<b>Other Comprehensive Income</b>	(B)	<b>(2,69,252.90)</b>	<b>7,04,034.90</b>
<b>Total Comprehensive Income for the Year</b>	(A+B)	<b>(11,81,947.16)</b>	<b>(25,81,833.10)</b>

Earnings per Equity Share of Face Value of Rs 10 each  
Basic and Diluted (in Rs)

(0.06) (0.02)

Summary of significant accounting policies  
See accompanying notes forming part of the financial statements

Note 1&2

In term of our report attached.  
For S. N. Chakrabarty & Co.  
Firm Registration No. 309080E  
Chartered Accountants

For and on behalf of the Board

Saurindra Nath Chakrabarty  
(Proprietor)  
MRN: 053264

Swapan Sarkar  
Director  
DIN : 05149442

Place : Kolkata

Kakali Ghosh  
Director  
DIN : 07188585

Date : 2nd September, 2020

**LAFFAN SOFTWARE LIMITED**

**Cash Flow Statement for the Year Ended 31st March'2020**

PARTICULARS		As at 31 March, 2020 Amount (Rs.)	As at 31 March, 2019 Amount (Rs.)
<b>A.</b>	<b><u>Cash Flow from Operating Activities</u></b>		
	Net Profit/(Loss) before tax	(9,12,694.26)	(32,85,868.00)
	Adjustments for:		
	Depreciation	517.24	1,293.00
	Loss on Sale of Investment	-	23,94,000.00
	Interest Income	1,42,124.00	-
		1,42,641.24	23,95,293.00
	<b>Operating Profit before Working Capital Changes</b>	<b>(7,70,053.02)</b>	<b>(8,90,575.00)</b>
	Adjustment for :		
	Change in Inventory	31,31,810.52	(2,83,00,215.26)
	Change in trade receivables	-	-
	Change in current assets	(50,14,781.00)	44,84,000.00
	Change in Current Liabilities	7,500.00	(10,000.00)
		(18,75,470.48)	(2,38,26,215.26)
	<b>Cash Generated from Operations</b>	<b>(26,45,523.50)</b>	<b>(2,47,16,790.26)</b>
	- Adjustment for :-		
	Income Tax Paid	90,755.00	-
	<b>Net Cash from Operating Activities [A]</b>	<b>(25,54,768.50)</b>	<b>(2,47,16,790.26)</b>
<b>B.</b>	<b><u>Cash Flow from Investing Activities</u></b>		
	Purchase of Investments	-	-
	Proceeds from Sale of Investments	-	1,40,96,000.00
	Loan received back during the year	-	-
	Loan given during the year	-	-
	Interest Income	(1,42,124.00)	-
	<b>Net Cash used in Investing Activities [B]</b>	<b>(1,42,124.00)</b>	<b>1,40,96,000.00</b>
<b>C.</b>	<b><u>Cash Flow from Financing Activities</u></b>		
	<b>Net Cash used in financing activities [C]</b>	<b>-</b>	<b>-</b>
	<b>Net Increase in Cash &amp; Cash equivalents</b>	<b>[A+B+C] (26,96,892.50)</b>	<b>(1,06,20,790.26)</b>
	Cash & Cash equivalents as at (Opening Balance)	31,74,381.84	1,37,87,672.10
	Cash & Cash equivalents as at (Closing Balance)	<b>4,69,989.34</b>	<b>31,74,381.84</b>

In term of our report attached.

For S. N. Chakrabarty & Co.  
Firm Registration No. 309080E  
Chartered Accountants

Saurindra Nath Chakrabarty  
(Proprietor)  
MRN: 053264

Place : Kolkata

Date : 2nd September, 2020

For and on behalf of the Board

Swapan Sarkar  
Director  
DIN : 05149442

Kakali Ghosh

DIN : 07188585

**LAFFAN SOFTWARE LIMITED****CIN: L72200AS1985PLC002426****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

PARTICULARS	Rs. In Lakh	
	As at 31 March, 2020 Amount (Rs.)	As at 31 March, 2019 Amount (Rs.)
<b>A. <u>Cash Flow from Operating Activities</u></b>		
Net Profit/(Loss) before tax	(9.13)	(32.86)
Add : Depreciation	0.01	0.01
Add: Interest Expenses	-	-
Add: Loss on sale of Fixed Asset	-	-
Less :Interest Income	1.42	-
<b>Operating Profit before Working Capital Changes</b>	<b>(7.70)</b>	<b>(32.85)</b>
Adjustment for :		
Non Current Financial Assets	-	-
Other Non Current Assets	-	164.90
Inventories	31.32	(283.00)
Trade Receivable	-	-
Other Current Assets	(50.15)	44.84
Loans and Advances	-	-
Trade payable and other Liabilities	-	-
Other Financial Liabilities	-	-
Other Current Liabilities	0.08	(0.09)
<b>Net Cash inflow from/(outflow) from operating activities</b>	<b>(26.46)</b>	<b>(106.21)</b>
<b>B. <u>Cash Flow from Investing Activities</u></b>		
Sale Proceeds from Fixed Assets	-	-
Interest Received	(1.42)	-
Fixed Assets Purchase	-	-
Income Tax Paid	0.91	-
<b>Net Cash inflow from/(outflow) from Investing Activities</b>	<b>(0.51)</b>	<b>-</b>
<b>C. <u>Cash Flow from Financing Activities</u></b>		
Proceeds from Borrowing	-	-
Interest paid	-	-
Dividend Paid	-	-
<b>Net Cash inflow from/(outflow) from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase /(decrease) in cash and Cash Equivalents</b>	<b>(26.97)</b>	<b>(106.21)</b>
<b>Opening Cash and Cash Equivalents</b>		
Cash in Hand	1.13	5.64
Bank balances	30.61	132.23
<b>Total</b>	<b>31.74</b>	<b>137.87</b>
<b>Closing Cash and Cash Equivalents</b>		
Cash in Hand	1.86	1.13
Bank balances	2.84	30.61
<b>Total</b>	<b>4.70</b>	<b>31.74</b>



**For Laffan Software Limited**

**Swapan Sarkar  
Director**

**Kakali Ghosh  
Director  
DIN : 07188585**

**Place: Kolkata**

**Date : 2nd September, 2020**

**In term of our report attached.  
For S. N. Chakrabarty & Co.  
Firm Registration No. 309080E  
Chartered Accountants**

**Saurindra Nath Chakrabarty  
(Proprietor)  
MRN: 053264**

## LAFFAN SOFTWARE LIMITED

### Notes forming part of the financial statements

#### **1 Corporate information**

The Company Laffan Software Limited was duly incorporated on 26th August, 1985 under Companies Act, 1956 at Guwahati and is categorized as Company Limited by shares and A Non-Government Company. The certificate pursuant to Section 149 (2A) of the Companies Act, 1956 for commencement of business was given on 28th August, 1985. The Company is primarily engaged in trading activities, secured lease rentals and transportation. The Company went for public issue and got the shares listed on 24th February, 2015 at Metropolitan Stock Exchange of India Ltd. (MSEI).

#### **2 Significant Accounting Policies**

##### **2.1 Statement of Compliance**

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

##### **2.2 Basis of accounting and preparation of financial statements**

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

##### **2.3 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

##### **Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

##### **Provisions and contingent liabilities**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial

##### **Fair value measurement of financial instruments**

Financial asset included within the OCI Category are measured at each reporting date at fair value. Fair Value movements are recognised in OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from OCI to statement of Profit and loss.

##### **2.4 Revenue recognition**

Both income and expenditure items are recognized on accrual and prudent basis.

##### **2.5 Income Tax**

Income Tax expense comprises of current tax and deferred charge or credit. Current tax is determined as the amount of tax payable in respect of taxable income for the year.

##### **2.6 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**LAFFAN SOFTWARE LIMITED**  
**Statement of Change in Equity**  
**For the Year ended 31st March, 2020**

**A. Equity Share Capital**

	Amount in Rs.
<b>As at 1st April, 2018</b>	15,22,17,000.00
Changes in Equity Share Capital during the year 2018-19	-
<b>As at 31st March, 2019</b>	15,22,17,000.00
Changes in Equity Share Capital during the year 2019-20	-
<b>As at 31st March, 2020</b>	15,22,17,000.00

**B. Other Equity**

Particulars	Share application Pending	Reserves and Surplus			Other Comprehensive Income	Total
		Capital Reserve	General reserve	Retained Earnings		
<b>As on 31 March 2019</b>						
Balance at the beginning of the reporting period i.e. 1st April, 2018	-	4,97,42,000.00	-	2,40,05,178.46	95,06,020.80	8,32,53,199.26
Profit for the year	-	-	-	(32,85,868.00)	-	(32,85,868.00)
Derecognition of Financial Asset	-	-	-	-	(40,86,140.00)	(40,86,140.00)
Other Comprehensive Income for the year	-	-	-	-	7,04,034.90	7,04,034.90
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>(32,85,868.00)</b>	<b>(33,82,105.10)</b>	<b>(66,67,973.10)</b>
<b>Balance at the end of the reporting period i.e. 31st March, 2019</b>	-	<b>4,97,42,000.00</b>	-	<b>2,07,19,310.46</b>	<b>61,23,915.70</b>	<b>7,65,85,226.16</b>
<b>As on 31 March 2020</b>						
Balance at the beginning of the reporting period i.e. 1st April, 2019	-	4,97,42,000.00	-	2,07,19,310.46	61,23,915.70	7,65,85,226.16
Profit for the year	-	-	-	(9,12,694.26)	-	(9,12,694.26)
Derecognition of Financial Asset	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	(2,69,252.90)	(2,69,252.90)
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>(9,12,694.26)</b>	<b>(2,69,252.90)</b>	<b>(11,81,947.16)</b>
<b>Balance at the end of the reporting period i.e. 31st March, 2020</b>	-	<b>4,97,42,000.00</b>	-	<b>1,98,06,616.20</b>	<b>58,54,662.80</b>	<b>7,54,03,279.00</b>

For S. N. Chakrabarty & Co.  
Firm Registration No. 317116E  
Firm Registration No. 309080E

CIN No.: L72200AS1985PLC002426  
For and on behalf of the Board of Directors

Saurindra Nath Chakrabarty  
(Proprietor)  
MRN: 053264

Swapan Sarkar  
Director  
DIN : 05149442

Kakali Ghosh  
Director  
DIN : 07188585

Place : Kolkata

Date : 2nd September, 2020

**LAFFAN SOFTWARE LIMITED**

**Schedule 3 Tangible Assets**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation

Sl. No.	Particulars	Gross block							Depreciation and amortisation							Net block					
		As at April 1, 2018	Impact on IND AS Transition	Additions/ Adjustment	Deletions/ Adjustment	As at April 1, 2019	Additions/ Adjustment	Deletions/ Adjustment	As at Mar 31, 2020	As at April 1, 2018	Impact on IND AS Transition	Additions/ Adjustment	Impairment Loss	Deletions/ Adjustment	As at April 1, 2019	For the year	Deletions / Adjustment	As at Mar 31, 2020	As at Mar 31, 2020	As at Mar 31, 2019	As at Mar 31, 2018
1	Tangible Assets  Own Assets: Plant & Machinery	33,11,350.00		-	-	33,11,350.00	-	-	33,11,350.00	33,09,194.76		1,293.00	-	-	33,10,487.76	517.24	-	33,11,005.00	345.00	862.24	2,155.24
	<b>Total (A)</b>	33,11,350.00	-	-	-	33,11,350.00	-	-	33,11,350.00	33,09,194.76	-	1,293.00	-	-	33,10,487.76	517.24	-	33,11,005.00	345.00	862.24	2,155.24

**LAFFAN SOFTWARE LIMITED**

**Schedule 4 : Investments**

Particulars	31 March, 2020		31 March, 2019		31 March, 2018	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
<b>Investment in Equity Instruments:</b>						
Equity Shares		4,50,67,962.80		4,53,37,215.70		6,52,09,320.80
<b>Total :</b>		<b>4,50,67,962.80</b>		<b>4,53,37,215.70</b>		<b>6,52,09,320.80</b>

**Schedule 4.1**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
<b>Category-wise Non current</b>			
Financial assets carried at Amortised Cost			
Financial assets measured at Cost	-	-	-
Financial assets measured at Fair Value Through Other Comprehensive Income	4,50,67,962.80	4,53,37,215.70	6,52,09,320.80
Financial assets measured at Fair value Through Profit & Loss			
<b>Total :</b>	<b>4,50,67,962.80</b>	<b>4,53,37,215.70</b>	<b>6,52,09,320.80</b>

**Schedule 5 : Other Non Current Assets**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
TDS Receivable	90,390.00	1,81,145.00	1,81,145.00
<b>Total :</b>	<b>90,390.00</b>	<b>1,81,145.00</b>	<b>1,81,145.00</b>

**Schedule 6 : Inventories**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
Trading Shares	17,10,54,310.86	17,41,86,121.38	14,58,85,906.12
<b>Total :</b>	<b>17,10,54,310.86</b>	<b>17,41,86,121.38</b>	<b>14,58,85,906.12</b>

**Schedule 7 : Trade Receivables**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
Trade Receivables (Unsecured and considered Good)	4,40,000.00	4,40,000.00	4,40,000.00
<b>Total :</b>	<b>4,40,000.00</b>	<b>4,40,000.00</b>	<b>4,40,000.00</b>

**Schedule 8 : Cash & Cash Equivalents**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
Cash on hand	1,85,877.00	1,13,317.00	5,64,391.00
<b>Balances with banks</b>			
In Current Accounts	2,84,112.34	30,61,064.84	1,32,23,281.10
<b>Total :</b>	<b>4,69,989.34</b>	<b>31,74,381.84</b>	<b>1,37,87,672.10</b>

Cash and Cash equivalents are as per Statement of Cash Flows

**Schedule 9 : Other Current Assets**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
Advance against Property	32,90,000.00	32,90,000.00	32,90,000.00
Other Advances	72,14,781.00	22,00,000.00	66,84,000.00
<b>Total :</b>	<b>1,05,04,781.00</b>	<b>54,90,000.00</b>	<b>99,74,000.00</b>

**LAFFAN SOFTWARE LIMITED**

**Schedule 10: Share Capital**

Particulars	As at 31 March, 2020		As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b> Equity Shares of Rs.10 each with voting rights	1,52,50,000	15,25,00,000.00	1,52,50,000	15,25,00,000.00	1,52,50,000	15,25,00,000.00
<b>(b) Issued, Subscribed and Paid - up</b> Equity Shares of Rs.10 each with voting rights	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00
<b>Total :</b>	<b>1,52,21,700</b>	<b>15,22,17,000.00</b>	<b>1,52,21,700</b>	<b>15,22,17,000.00</b>	<b>1,52,21,700</b>	<b>15,22,17,000.00</b>

**10.1 Rights, Preference and Restriction attached to shareholders**

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

**10.2 Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2020		As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity Shares with voting rights</b>						
NOVELTY TRADERS LIMITED	12,47,250	8.19%	12,47,250	8.19%	12,47,250	8.19%
IMPALA INDUSTRIAL ENTERPRISES LIMITED	11,90,750	7.82%	11,90,750	7.82%	11,90,750	7.82%
ONLINE INFORMATIONS TECHNOLOGIES LIMITED	11,34,000	7.45%	11,34,000	7.45%	11,34,000	7.45%
RAMKRISHNA FINCAP LIMITED	8,66,250	5.69%	8,66,250	5.69%	8,66,250	5.69%
	<b>44,38,250</b>	<b>29.16%</b>	<b>44,38,250</b>	<b>29.16%</b>	<b>44,38,250</b>	<b>29.16%</b>

**10.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
Opening Balance	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00
Change during the year	-	-	-	-	-	-
Closing Balance	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00	1,52,21,700	15,22,17,000.00

**Schedule 11 : Other Equity**

	Reserves & Surplus					
	Share Application Pending Allotment	Capital Reserve	General reserve	Retained earnings	Other Comprehensive Income	Total
<b>As on 31 March 2019</b>						
Balance at the beginning of the reporting period i.e. 1st April, 2018	-	4,97,42,000.00	-	2,40,05,178.46	95,06,020.80	8,32,53,199.26
Profit for the year	-	-	-	(32,85,868.00)	-	(32,85,868.00)
Derecognition of Financial Asset	-	-	-	-	(40,86,140.00)	(40,86,140.00)
Other Comprehensive Income for the year	-	-	-	-	7,04,034.90	7,04,034.90
<b>Total Comprehensive Income for the year</b>	-	-	-	(32,85,868.00)	(33,82,105.10)	(66,67,973.10)
<b>Balance at the end of the reporting period i.e. 31st March, 2019</b>	-	<b>4,97,42,000.00</b>	-	<b>2,07,19,310.46</b>	<b>61,23,915.70</b>	<b>7,65,85,226.16</b>
<b>As on 31 March 2020</b>						
Balance at the beginning of the reporting period i.e. 1st April, 2019	-	4,97,42,000.00	-	2,07,19,310.46	61,23,915.70	7,65,85,226.16
Profit for the year	-	-	-	(9,12,694.26)	-	(9,12,694.26)
Derecognition of Financial Asset	-	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	(2,69,252.90)	(2,69,252.90)
<b>Total Comprehensive Income for the year</b>	-	-	-	(9,12,694.26)	(2,69,252.90)	(11,81,947.16)
<b>Balance at the end of the reporting period i.e. 31st March, 2020</b>	-	<b>4,97,42,000.00</b>	-	<b>1,98,06,616.20</b>	<b>58,54,662.80</b>	<b>7,54,03,279.00</b>

**Schedule 12 : Other Current Liabilities**

Particulars	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.	As at 31 March, 2018 Rs.
Outstanding Liabilities			
Liability for Expenses	7,500.00	7,500.00	10,000.00
<b>Total :</b>	<b>7,500.00</b>		<b>10,000.00</b>

**LAFFAN SOFTWARE LIMITED**

**Schedule 13 : Revenue from Operations**

Particulars	For the Year Ending March'2020 Rs.	For the Year Ending March'2019 Rs.
i) Sale of Products Sale of Shares	54,00,350.00	10,50,000.00
<b>Total :</b>	<b>54,00,350.00</b>	<b>10,50,000.00</b>

**Schedule 14 : Other Income**

Particulars	For the Year Ending March'2020 Rs.	For the Year Ending March'2019 Rs.
i) Interest on Loan	1,33,287.00	-
ii) Miscellaneous-Gain on Buy Back of Shares	-	-
iii) Interest from Others	8,837.00	-
<b>Total :</b>	<b>1,42,124.00</b>	<b>-</b>

**Schedule 15 : Changes in Inventory of Finished Goods**

Particulars	For the Year Ending March'2020 Rs.	For the Year Ending March'2019 Rs.
Opening Stock	17,41,86,121.38	14,58,85,906.12
Less : Closing Stock	17,10,54,310.86	17,41,86,121.38
<b>Increase / (Decrease) in Stocks</b>	<b>(31,31,810.52)</b>	<b>2,83,00,215.26</b>

**Schedule 16: Employee Benefits Expenses**

Particulars	For the Year Ending March'2020 Rs.	For the Year Ending March'2019 Rs.
Salary	4,24,000.00	3,90,000.00
Staff Welfare Expenses	27,030.00	30,450.00
<b>Total :</b>	<b>4,51,030.00</b>	<b>4,20,450.00</b>

**Schedule 17: Other Expenses**

Particulars	For the Year Ending March'2020 Rs.	For the Year Ending March'2019 Rs.
Annual Listing Fees	64,900.00	64,900.00
Auditors Remuneration	7,500.00	7,500.00
Bank Charges	6,460.50	6,734.26
CDSL Fees	53,100.00	53,100.00
Conveyance Expenses	24,370.00	15,140.00
Demat Charges	-	5,490.00
E- Voting Charges	39,140.00	39,140.00
Filing Fees	61,600.00	8,400.00
General Expenses	25,770.00	24,396.00
Loss on Sale of Investment	-	23,94,000.00
NSDL Fees	53,100.00	22,727.00
Postage	14,860.00	11,530.00
Printing & Stationery	16,170.00	8,958.00
Professional Charges	1,45,550.00	1,32,225.00
Registrar Fees	11,800.00	11,800.00
Rent & Electricity	30,000.00	30,000.00
Telephone Expenses	16,940.00	19,550.00
Travelling Expenses	-	8,750.00
<b>Total :</b>	<b>5,71,260.50</b>	<b>28,64,340.26</b>

**17.1 Provision for Audit Fees**

<b>Particulars</b>	<b>For the Year Ending March'2020 Rs.</b>	<b>For the Year Ending March'2019 Rs.</b>
Statutory Audit Fees	7,500.00	7,500.00
<b>Total :</b>	<b>7,500.00</b>	<b>7,500.00</b>

**Schedule 18 : OCI- Items that will not form part of Profit/Loss**

<b>Particulars</b>	<b>For the Year Ending March'2020 Rs.</b>	<b>For the Year Ending March'2019 Rs.</b>
i. Change in Fair Value of Investments		
On reclassification of Financial Assets at Fair Value		
Other Comprehensive Income	(2,69,252.90)	7,04,034.90



**Notes on Financial Statements**

**19. Related Party Disclosures**

i. As per Ind AS 24, the disclosures of transactions with Related Parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

**a) List of Related Parties**

**i. Key Management Personnel**

Partha Chakraborty  
Swapan Sarkar  
Kakali Ghosh

**b) Transactions undertaken / balances outstanding with related parties in the ordinary course of business**

Nil

**LAFFAN SOFTWARE LIMITED**

CIN: L72200AS1985PLC002426  
REGD. OFFICE: 205, Haribol Roy Market, 2<sup>nd</sup> Floor,  
A.T. Road, Guwahati – 781 001  
Website: laffan.co.in  
Email Id: laffan@mail.com, Phone: +91 9163513467

**Form No. MGT-12  
Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the Company :	<b>LAFFAN SOFTWARE LIMITED</b>
Registered office :	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A.T. Road, Guwahati – 781 001

<b>BALLOT PAPER (35<sup>th</sup> AGM, 2020)</b>		
S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	<b>Equity Share</b>

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon			
2.	Re-appointment of Mr. Sandip Kumar Singh			
3	Appointment of S. N. Chakrabarty & Co., (Firm Registration No. 309080E) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next 5 <sup>th</sup> Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company			

Place:

Date :

(Signature of the shareholder)

## LAFFAN SOFTWARE LIMITED

Registered Office:  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

### PROXY FORM

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

CIN: L72200AS1985PLC002426

Name of the Company: LAFFAN SOFTWARE LIMITED

Registered office: 205, Haribol Roy Market, 2nd Floor, A. T. Road, Guwahati – 781 001

Name of the Shareholder-----Address: -----  
-----

Email ID: -----Folio /No/DPID/ & Client ID-----

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint  
1) ----- of-----having e-mail id-----or failing him  
2) ----- of-----having e-mail id-----or failing him  
3) ----- of-----having e-mail id-----or failing him

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday the 30<sup>th</sup> day of September, 2020 at 2.00 P. M. at 205, Haribol Roy Market, 2nd Floor, A. T. Road Guwahati – 781 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
1.	The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon		
2	Re-appointment of Mr. Sandip Kumar Singh		
3	Appointment of S. N. Chakrabarty & Co., (Firm Registration No. 309080E) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next 5 <sup>th</sup> Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company		

Signature  
Affix Re 1/- Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020  
Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ DP ID \_\_\_\_\_  
No. of Shares: \_\_\_\_\_

Note: This proxy form duly complied should be deposited at the Registered Office of the Company not later than 48 (Forty-Eight) hours before the time fixed for holding of the meeting.

**LAFFAN SOFTWARE LIMITED**

Registered Office  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

**ATTENDANCE SLIP**

I, hereby record my attendance at the 35<sup>th</sup> Annual General Meeting of the Company at 205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001, on Wednesday the 30<sup>th</sup> day of September, 2020 at 2.00 P. M.

Name of the Shareholder: \_\_\_\_\_  
(In Capital Letters)

Name of Proxy: \_\_\_\_\_  
(In Capital Letters)

Signature: \_\_\_\_\_

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Note:

1. Shareholder/Proxy holder wishing to attend the meeting must bring this attendance slip duly signed to the meeting and hand it over at the entrance.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of Annual Report for reference at the meeting.