



NOTICE

Notice is hereby given that 9th **Annual General Meeting** of **ECS Biztech Limited** is re scheduled to be held at the registered office of the Company on Monday, 16th Day of December, 2019 at 5:00 P.M. to transact following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the board’s report, the statement of profit and loss and the cash flow statement for the year ended March 31, 2019 and the balance sheet as at that date, together with the independent auditors’ report thereon be and are hereby considered, approved and adopted”.

2. To re-appoint Mr. Vijay Mandora (DIN: 00328792), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF AUDITORS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby appoint M/s Purshottam Khandelwal & Co., Chartered Accountants, (Firm Registration No. 123825W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2020.”

Date: 14/11/2019
Place: Ahmedabad

For and on behalf of Board of Directors of
ECS Biztech Limited

Vijay MansinhbhaiMandora
Managing Director
DIN: 00328792

NOTES

1. A Member Entitled To Attend And Vote At The AGM Of The Company Is Entitled To Appoint A Proxy To Attend And Vote On A Poll Instead Of Himself And The Proxy Need Not Be A Member. Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy shall be deposited at the Registered Office of the Company at least FORTY-EIGHT HOURS before the time for holding the Meeting. Proxy Form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice at the end.
3. Members/ proxies are requested to bring their duly filled-in attendance slips enclosed herewith to attend the Meeting mentioning therein details of their DP and Client ID/ Folio No.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. and 01.00 P.M. till the date of the Meeting.
7. Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") in respect of appointment of Director is furnished in the annexed Explanatory Statement and forms part of the notice.
8. All correspondence relating to change of address, change in the e-mail ID already registered with the Company, transfer/transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the Company may be made to M/s. PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED., the registrar and share transfer agent. The Members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).



9. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH13, duly filled in to the Company / RTA / DP. The prescribed form can be obtained from the RTA / DPs as well as downloaded from the Company's website, <http://ecsbiztech.com/>
10. The Register of Members and Share Transfer Books of the Company would remain closed on Tuesday, 10th December, 2019 for determining the names of Members eligible for voting at the Meeting.
11. The Members whose names appear on the Company's Register of Members as on Monday, 09th December, 2019 ("cut-off date") will be eligible to attend and vote at the Meeting.
12. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to Purva.
13. Members holding shares in physical form are requested to avail dematerialisation facility.
14. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, the Annual Report for FY2018-19 and the Notice of the AGM, inter-alia indicating the process and manner of Remote e-voting along with the attendance slip and proxy form are being sent by e-mail to those Members who have registered their e-mail ID either with the Company or with the Depository unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail ID, physical copies of the Annual Report for FY 2018-19 and the Notice of the AGM, inter-alia, indicating the process and manner of Remote e-voting along with the attendance slip and proxy form, will be sent in the permitted mode.
15. Notice of the AGM and Annual Report of the Company, is made available on the Company's website, <http://ecsbiztech.com/> for download.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
17. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company/Purva.
18. Shareholders can register their complaints, if any, on an exclusive designated e-mail ID, Secretarial@ecscorporation.com



19. Shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, at least seven days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
20. The Company has engaged the services of National Securities Services Limited (NSDL) as the Agency to provide e-voting facility.
21. Mr. GautamVirsadiya, Practising Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
22. The Scrutinizer's decision on the validity of the vote shall be final.
23. Once the vote on a resolution stated in this notice is cast by shareholder through Remote e-voting, the shareholder shallnot be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their voteby Remote e-voting may also attend the Meeting; however, such member shall not be allowed to vote again.
24. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the Results will be declared bythe Company on its website, <http://ecsbiztech.com/> within 48 hours of the conclusion of the AGM.





Annexure to the Notice of Annual General Meeting

Details of Directors seeking Appointment/Reappointment in Annual General Meeting

Name of Director	Mr.Vijay Mandora
Age (Yrs.)	45 years
Brief Resume and expertise	B. Tech in electronics and Telecom and having experience of more 25 years in the field IT
Designation	Chairman and Managing Director
Terms and Conditions of Appointment / Reappointment	As per the resolution of the Notice convening Annual General Meeting on Monday, December 16, 2019 read with explanatory statement thereto, Mr. Vijay Mandora is proposed to be re-appointed as an Executive Chairman and Managing Director of the company.
Remuneration proposed to be paid	Within maximum limit as approved by the shareholders.
Date of first appointment on the Board	29.11.2010
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee, Member
No. of Shares held in the Company	12575390
Other Directorship	1. ECS Infotech Pvt Ltd, Director 2. Laurels Management Pvt Ltd, Director 3. Mandora Finserve Pvt Ltd, Director

Date: 14/11/2019
Place: Ahmedabad

For and on behalf of Board of Directors of
ECS Biztech Limited

Vijay Mansinhbhai Mandora
Managing Director
DIN: 00328792



The instructions for shareholders voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, 13th December, 2019 at 9.00 a.m. and ends on Sunday, 15th December, 2019 at 5.00 p.m. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 09th December, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.



- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above.
Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “ECS Biztech Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kumarpal@outlook.com with a copy marked to evoting@nsdl.co.in



B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID
PASSWORD/PIN	

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, December 9, 2019.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, December 9, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.



- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. GautamViradiya, PCS has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ecsbiztech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai





9th Annual General Meeting

Monday 16th December, 2019

ATTENDANCE SLIP

(To be presented at the entrance)

Full name and address
of the shareholder :

Full name of the proxy
(to be filled in if proxy form
has been duly deposited with
the company) :

Registered folio no. /
DP ID & client ID :

No. of equity shares held :

Email ID :

I certify that I am a member/proxy/authorized representative for the member of the company. I hereby accord my presence at the 9th annual general meeting of the company at the registered office of the company on Monday, 16th December, 2019 at 5:00 pm.

Signature of the member/proxy
(To be signed at the time of
Handing over this slip)

Notes

1. Persons attending the annual general meeting are requested to bring their copies of annual report.

2. Joint shareholders may use Xerox copies or obtain additional attendance slip at the venue of the meeting.

3.

Bodies corporate, whether a company or not, who are members, may attend through their authorized representative appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the company.





9th Annual General Meeting
Monday, 16th December, 2019

Proxy Form
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member :

Registered Address :

Email :

Folio No/Client Id :

DP ID :

I/We, being the member(s) holding equity shares of ECS Biztech Limited, hereby appoint;

Name: _____

Address: _____

Email Id: _____ Signature _____ or failing him/her

Name: _____

Address: _____

Email Id: _____ Signature _____ or failing him/her

Name: _____

Address: _____

Email Id: _____ Signature _____



As my/or proxy to attain and vote for me / us and on my / our behalf at the 9th Annual General Meeting of the company scheduled on Monday, 16th December, 2019 at 5:00 pm at the registered office of the Company and at any adjourned meeting thereof in respect of such resolutions as are indicated herein:

Sr. No	Resolution	Vote For	Vote Against
1	To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2019 together with reports of the directors and auditors thereon.		
2	To re-appoint Mr.Vijay Mandora (DIN: 00328792), who is liable to retire by rotation and being eligible, offers himself for re-appointment		
3	To appointment of statutory auditors of the company due to casual vacancy		

Signed _____ day of _____ 2019.

Signature of the Member _____

Signature of 1st proxy

Signature of 2nd proxy

Signature of 3rd proxy

Notes

1. For the resolutions , explanatory statements and notes, please refer to the notice of the 9th annual general meeting.
2. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before commencement of the meeting.
3. A proxy need not be a member of the company.
4. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Those members who have multiple folios with different joint holders may use xerox copies of this attendance slip/proxy form.



To,

The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2019.

Particulars	2018-19	2017-18
Income for the year	3,53,56,129	3,70,90,346
Expenditure for the year excluding Depreciation and Amortization Exp.	18,76,94,408	4,64,90,035
Profit or Loss before Depreciation and Amortization Exp	-15,23,38,279	-93,99,689
Less: Depreciation and Amortization Exp	74,55,512	1,09,23,674
Profit or Loss after Depreciation and Amortization Exp. But before Tax	(15,97,93,791)	(2,03,23,363)
Less: Tax	0	1,97,93,430
Profit or Loss After Tax	(15,97,93,791)	(4,01,16,793)

2. PERFORMANCE:

Income from the business has decreased as compared to previous year and consequently total revenue for the year has decreased. However, due to rise in cost of expenses, the Company has incurred loss during the year. The Management of the Company is taking efforts for the development of the Company.

3. DIVIDEND:

Due to loss during the year, the Company is not able to declare Dividend.

4. TRANSFER TO RESERVE:

Reserves & Surplus at the end of the year stood at (14,63,99,862) as compared to (13,09,23,893) at the beginning of the year.

5. SHARE CAPITAL:

At present, the Company has only one class of shares – equity shares with face value of 10/- each. The authorized share capital of the company is 40,00,00,000/- divided into 4,00,00,000



equity shares of 10/- each. The paid up share capital of the company is 20,55,50,470/- divided into 2,05,55,047 equity shares of 10/- each.

6. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, several energy conservation initiatives were adopted and were taken by the Company. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There are no Subsidiary/Joint Ventures/Associate Companies.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.



12. MEETING OF BOARD OF DIRECTORS:

During the year under the review, 5 (five) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made thereunder. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report. The Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

13. EXTRACTS OF ANNUAL RETURN:

An extract of Annual Return in Form **MGT-9** is attached herewith as **ANNEXURE-II**.

14. INSURANCE:

All the Properties of the Company are adequately insured.

15. RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required.

16. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning. In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vijay Mandora retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

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.

17. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors.

Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

18. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director.

19. MANAGERIAL REMUNERATION:

The Company had not paid any remuneration to Executive Directors or Non-Executive or Independent Director during the financial year ended 31st March, 2019.

20. DECLARATION BY INDEPENDENT DIRECTORS:

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(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

21. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board has not re-constituted any of its Committees.

There are currently **Three Committees** of the Board, as follows:

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the “**Report on Corporate Governance**”, a part of this Annual Report.

22. AUDITORS:

A. Statutory Auditors

M/s. Purshottam Khandelwal & Co., (Firm Registration No. 123825W) Chartered Accountants, Ahmedabad Statutory Auditors, due to casual vacancy of existing auditor, were appointed for a period till the conclusion of Annual General Meeting to be held in 2019-2020, subject to ratification at every Annual General Meeting in terms of Section 139 of the Companies Act 2013.

Due to resignation of M/s. Kajarekar & Co., Chartered accountants, M/s. Purshottam Khandelwal & Co., (Firm Registration No. 123825W) Chartered Accountants, Ahmedabad have confirmed their eligibility and willingness for the next term from the conclusion of ensuing annual general meeting to the conclusion of next annual general meeting. The Board of Directors, therefore, recommends appointment for F.Y. 2019-20 of M/s. Purshottam Khandelwal & Co., (Firm Registration No. 123825W), Chartered Accountants, as statutory auditors of the company for the approval of Shareholders.

The Company has obtained a written confirmation under section 139 of the Companies Act, 2013 from M/s. Purshottam Khandelwal & Co. that their appointment, if made, would be in conformity with the limits specified under the Act. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts



referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Gautam Virsadiya, Practicing Company Secretary Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure IV**

There is no qualification, reservation or adverse remark in the report.

C. Internal Auditors:

The Board of Directors has appointed M/s. Anant Rathod & Associates, Chartered Accountant as Internal Auditors of the Company.

23. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an Internal Financial Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Company has appointed M/s. Anant Rathod & Associates, Chartered Accountant (FRN 148524W) as an Internal Auditors of the Company. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

24. RISK MANAGEMENT:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

25. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Prohibition Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

27. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

28. DIRECTORS' RESPONSIBILITY STATEMENT:



In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2019 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis; and
- 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 systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. CORPORATE GOVERNANCE:

As a good governance practice a detailed report on Corporate Governance is given as a part of the Annual Report. The Certificate of the non-applicability of submission of Report on Corporate Governance is attached to the Report on Corporate Governance. Report on Corporate Governance is given elsewhere in this Annual Report, herewith attached as **ANNEXURE V**.

30. CORPORATE GOVERNANCE CERTIFICATE – NON-APPLICABILITY:

The Certificate of the non-applicability of submission of Report on Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the report on Corporate Governance, herewith attached as **Annexure VI**.

31. CORPORATE SOCIAL RESPONSIBILITY:



The Company is not covered under section 135 of Companies Act, 2013 hence details regarding policy on Corporate Social Responsibility is not applicable to the Company.

32. GENERAL SHAREHOLDER INFORMATION:

General Shareholder Information is given in Report on Corporate Governance forming part of the Annual Report.

33. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the unstinted commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

Date: 14/11/2019

Place: Ahmedabad

**For and on behalf of Board of Directors of
ECS Biztech Limited**

Vijay MansinhbhaiMandora
Managing Director
DIN: 00328792



ANNEXURE – I TO THE DIRECTORS REPORT

	2018-19	2017-18
Foreign Exchange Outgoing	Nil	Nil
Foreign Exchange Earning	Nil	Nil

Date: 14/11/2019
Place: Ahmedabad

For and on behalf of Board of Directors of
ECS Biztech Limited

Vijay MansinhbhaiMandora
Managing Director
DIN: 00328792



ANNEXURE – II TO THE DIRECTORS REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L30007GJ2010PLC063070
ii	Registration Date	29-11-2010
iii	Name of the Company	ECS BIZTECH LIMITED
iv	Category/Sub-category of the Company	Company limited by Shares
v	Address of the Registered office & contact details	ECS HOUSE,12, GARDEN VIEW, OPP AUDA GARDEN, PAKWAN CIRCLE, SINDHU BHAVAN ROAD,OFF SG HIGHWAY,BODAKDEV AHMEDABAD, Gujarat-380059
	Email:	secreatrial@ecscorporation.com
	Phn No	+91 8980005003
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	
	Name	PURVA SHAREGISTRY (INDIA) PVT. LTD
	Address	Shiv Shakti Industrial Estates, Unit No. 9,J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai, Maharashtra 400011
	Email:	busicomp@vsnl.com
	Phn No	+91 22 2301 6761

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Data Centre- Cloud Services and other related services	631	100



III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:NIL

IV SHAREHOLDING PATTERN

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Phy.	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	12740288	0	12740288	61.98	12740288	0	12740288	61.98	0
b) Central Govt.or State Govt.									
c) Bodies Corporates									
d) Bank/FI									
e) Any other	2664110	0	2664110	12.96	2664110		2664110	12.96	0
SUB TOTAL:(A) (1)	15404398	0	15404398	74.94	15404398	0	15404398	74.94	0
(2) Foreign									
a) NRI- Individuals									
b) Other Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other...									
SUB TOTAL (A) (2)									
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	15404398	0	15404398	74.94	15404398	0	15404398	74.94	0

B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks/FI	0	253	253	0	0	253	253	0	0
c) Central Govt									
d) State Govt.									
e) Venture Capital Fund									
f) Insurance Companies									
g) FIIS									
h) Foreign Venture Capital Funds									
i) Others (specify)									
SUB TOTAL (B)(1):	0	253	253	0	0	253	253	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	2390060	438577	2828637	13.76	523639	438577	962216	4.68	9.08
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1001625	0	1001625	4.87	1913504	0	1913504	9.31	4.44
c) Others (specify)									
NRI	23000	0	23000	0.11	5850	0	5850	0.08	0.03
HUF	36672	0	36672	0.18	51489	0	51489	0.25	0.07
Clearing House	53370	0	53370	0.26	38819		38819	0.19	0.07



Body Corporate	841248	7194	848442	4.13	2171010	7309	2178318	10.6	3.67
LLP	358650	0	358650	1.74	0	0	0	0	0
SUB TOTAL (B)(2):									
Total Public Shareholding (B)= (B)(1)+(B)(2)	4704625	446024	5150649	25.06	4704310	446139	5150449	25.06	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	20109023	446024	20555047	100	20108908	446139	20555047	100	0

(ii) **SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged	NO of shares	% of total shares of the company	% of shares pledged	
1	Vijay Mandora	12575390	61.18	0	12575390	61.18	0	0
2	SeemaMandora	500	0.00	0	500	0.00	0	0
3	MandoraFinserveP.Ltd.	1143410	5.56	0	1143410	5.56	0	0
4	Laurels Management P.Ltd.	1520700	7.40	0	1520700	7.40	0	0
5	SachiChirag Patel	2898	0.01	0	2898	0.01	0	0
6	Milin N. Shah	68650	0.33	0	68650	0.33	0	0
7	BharatkumarDoshi	5000	0.02	0	5000	0.02	0	0
8	Bhumija Patel	17500	0.09	0	17500	0.09	0	0
9	Shilpa D Doshi	12500	0.06	0	12500	0.06	0	0
10	NInaMilind Shah	7850	0.04	0	7850	0.04	0	0
11	BharatkumarDoshi (HUF)	45000	0.22	0	45000	0.22	0	0
12	Dharmeshbhai Shah	5000	0.02	0	5000	0.02	0	0
	Total	15404398	74.94	0	15404398	74.94	0	0

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

Sl. No.		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	15404398	74.94	15404598	74.94
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0	0	0
	At the end of the year	15404398	74.94	15404398	74.94

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No	Name	Shareholding at the begning 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	MIDRINA OIL AND GAS SERVICES PVT. L	357650	1.74	357650	1.74
2	SURYAJA INFRASTRUCTURE PVT. LTD.	357650	1.74	357650	1.74
3	TIW SYSTEMS PVT. LTD	217650	1.06	217650	1.06
4	SURESH GADALEY	150000	0.73	150000	0.73

5	ADVANCED ENERGY RESOURCES & MANAGEM	121900	0.59	121900	0.59
6	NEERJA CHAWLA	106211	0.52	106211	0.52
7	SAYAR LUNIA	87255	0.42	87255	0.42
8	KAMAL GADALAY	60226	0.29	60226	0.29
9	OM PRAKASH MANGAL	60000	0.29	60000	0.29
10	CHANAKYAPRAKASH MANGAL	50050	0.24	50050	0.24

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the end 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
	For Each of the Directors & KMP				
	At the beginning of the year	12575390	61.18	12575390	61.18
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/s weat equity etc)	0	0	0	0.00
	At the end of the year	12575390	61.18	12575390	61.18

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	74,70,98,532	1,35,64,780	0	76,06,63,312
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	74,70,98,532	1,35,64,780	0	76,06,63,312
				0
Change in Indebtedness during the financial year				0
Additions	0	47,80,419	0	
Reduction	34,28,14,648	0	0	
Net Change	0	0	0	33,80,34,229
Indebtedness at the end of the financial year				0
i) Principal Amount	40,42,83,884	1,83,45,199	0	42,26,29,083
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	40,42,83,884	1,83,45,199	0	42,26,29,083



I REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors: NIL

C. Remuneration to KMP:

Sl.No	Particulars of Remuneration	Designation of the KMP	
1	Gross salary	CS	CFO
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	4,36,972	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 196	0	0
2	Stock option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	Total (A)	4,36,972	0

VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES : NIL

Date: 14/11/2019

Place: Ahmedabad

For and on behalf of Board of Directors of

ECS Biztech Limited

HardikMandora
Director
DIN: 07090358

Vijay Mansinhbhai Mandora
Managing Director
DIN: 00328792

ANNEXURE-III TO THE DIRECTORS REPORT

1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2018-19 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(Rs. In Lacs)

Sr. No	Name of Director/KMP and its Designation	Percentage increase / decrease in remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Vijay Mandora (Managing Director)	Nil	Nil
2	Mr. Hardik Mandora (Director)	Nil	Nil
3	Mrs. Hinaben Thakor (Independent Director)	Nil	Nil
4.	Mr. Yogendra Makwana (Independent Director)	Nil	Nil
5	Ms. Shailika Soni (Company Secretary)	Nil	NA
6	Mr. Dvijesh Pandit (CFO)	NIL	NA

iii. The number of permanent employees on the rolls of the Company is _____ for the year ended 31st March, 2019.

iv. Overall increase in remuneration is in line with the performance of the Company.

v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was 10%.

Average percentage increase made in the salary of the managerial personnel in the last Financial Year—**N.A.**

The increase in remuneration is determined based on the performance by the employees of the Company.

v. Variable component in remuneration of Directors of the Company—**N.A.**



vi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year—**N.A.**

vii. Affirmed that the remuneration paid is as per the Remuneration Policy of the Company—**N.A.**

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

Date: 14/11/2019
Place: Ahmedabad

For and on behalf of Board of Directors of
ECS Biztech Limited

HardikMandora
Director
DIN: 07090358

Vijay Mansinhbhai Mandora
Managing Director
DIN: 00328792



ANNEXURE – IV TO THE DIRECTORS REPORT

**Form No. MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,
The Members,
ECS BIZTECH LIMITED,
(CIN- L30007GJ2010PLC063070)
ECS House, 12, Garden View,
OppAuda Garden, Pakwan Circle,
SindhuBhavan Road, Off SG Highway,
Bodakdev, Ahmedabad, Gujarat-380059, India.**

I, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ECS Biztech Limited (hereinafter called the “Company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts or statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I, hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2019 complied with the statutory provisions listed hereunder, wherever and to the extent applicable, and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records (except the provisional or unaudited financial statements for the above mentioned period) maintained by the Company for the above said financial year ended on March 31st, 2019, according to the provisions of:

CORPORATE LAWS

1. The Companies Act, 2013 (the Act) and the rules made there under and the applicable provisions of the Companies Act, 1956;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made hereunder to the extent of Foreign Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) ;
 - a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable);
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - j. 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; and

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

- 1) The Listing Agreement, entered into by the Company with the National Stock Exchange and Bombay Stock Exchange (“Stock Exchanges”) with respect to Equity Shares listed on the Stock Exchange.
- 2) The Secretarial Standards I and II, as issued by the Institute of Company Secretaries of India.
- 3) The Memorandum and Articles of Association of the Company.



I 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 directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

Date – 14/11/2019

For, GKV & Associates

Place – Ahmedabad

PCS Gautam Virsadiya,
Certificate of Practice No.: 19866
Membership No.: 31820



ANNEXURE V – TO THE DIRECTOR REPORT

REPORT ON CORPORATE GOVERNANCE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company adheres to good practices in Corporate Governance in its true spirit and benchmarks it with high standards. Corporate Governance is set of systems and practices to ensure that the operations of the Company are being managed in a way which ensures fairness, integrity, transparency and accountability in its dealings with its customers, stakeholders, dealers, lenders, government and employees. Company has guiding principles laid out through its Code of business conduct, duly adopted by directors and senior management personnel which have been posted on website of Company (www.ecsbiztech.com).

1. ETHICS/GOVERNANCE POLICIES:

At ECS Biztech Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Vigil Mechanism
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Board Performance Evaluation Policy
- Familiarization of Independent Directors Policy
- Policy for Selection of Directors and determining Directors Independence
- Policy for determining Material Subsidiaries.

2. BOARD OF DIRECTORS:

➤ Composition of the Board of Directors

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors Pursuant Regulation 17 of Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Board and category of Directors are as follows:

Executive Director	Mr. Vijay Mandora, Promoter Director
Non-Executive	Mr. Hardik Mandora, Non-Executive Director Mr. Yogendra Makwana, Non-Executive Independent Director Mrs. Hinaben Thakor, Non-Executive Independent Director

➤ **Number of Board Meetings and Attendance of Directors:**

During the financial year 2018-19, 5 (**Five**) Board Meetings were held on **30/05/2018, 31/07/2018, 30/10/2018, 05/09/2018 and 25/01/2019**. The Board meeting dates are finalized in consultation with all the directors and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take informed decisions. The composition of Directors and the attendance at the Board Meeting during the year 2018-19 and last Annual General Meeting are as under:

Name of Director	Category	No. of Directorships in other Companies	Membership of Board Committees		No. of Board Meetings Attended	Attendance at last AGM
			Chairman	Member		
Mr. Vijay Mandora	Director	3	0	1	5	Yes
Mr. Hardik Mandora	Director	3	1	2	5	Yes
Mr. Yogendra Makwana	Independent Director	Nil	1	3	5	Yes
Mrs. Hinaben Thakor	Independent Director	Nil	1	3	5	Yes

3. ANNUAL GENERAL MEETING:

The Annual General Meeting for the financial year ended on 31st March, 2018 was held on **29th September, 2018**.

4. BOARD COMMITTEES:

As per the requirement of the Companies Act, 2013 read with Rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee. The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

Main areas are deliberated as under.

- a. To provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors (BOD).
- b. To oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
- c. Relying on the review and discussions with the management and the independent auditor, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Generally Accepted Accounting Principles in all material aspects.
- d. To consider and review the adequacy of internal control including computerized information system controls and inform periodically to the Board of Directors on significant activities.

The Constitution of the committee and the attendance of each member of the committee is given below:

The Committee comprises of three Directors. All members of the Audit Committee are financially literate. In the financial year 2018-19, four meetings were held on **30/05/2018, 31/07/2018, 30/10/2018 and 25/01/2019**. Composition of committee as on 31st March, 2018 and member's attendance at the meetings during the year are as under:

Name	Designation	Category
Mr.YogendraMakwana	Chairperson	Non-Executive Independent Director -
Mr. Vijay Mandora	Member	Executive Director
Mrs.HinabenThakor	Member	Non-Executive Independent Director -

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mr.YogendraMakwana	4	4
Mr. Vijay Mandora	4	4
Mrs.HinabenThakor	4	4

B. NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference of the committee comprise various matters provided under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Committee comprises of three Directors. The Constitution of the committee and the attendance of each member of the committee is given below:

Name	Designation	Category
Mrs.HinabenThakor	Chairperson	Non-Executive Independent Director -
Mr.YogendraMakwana	Member	Non-Executive Independent Director -
Mr.HardikMandora	Member	Non-Executive Director

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mrs.HinabenThakor	1	1
Mr.YogendraMakwana	1	1
Mr.HardikMandora	1	1

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders' Relationship Committee performs various functions provided under Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013.

Name	Designation	Category
Mr.HardikMandora	Chairperson	Non-Executive Director
Mr.YogendraMakwana	Member	Non-Executive Independent Director -
Mrs.HinabenThakor	Member	Non-Executive Independent Director -

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mr.HardikMandora	1	1
Mr.YogendraMakwana	1	1
Mrs.HinabenThakor	1	1

The Stakeholders' Relationship Committee has been constituted to administer the following activities:

- Transfer of shares
- Transmission of shares
- Issue of Duplicate Share Certificates
- Change of Status
- Change of Name
- Transposition of Shares
- Sub-Division of Share Certificates
- Consolidation of folios
- Shareholders' requests for Dematerialization of shares
- Shareholder' requests for Rematerialization of shares

The Committee meets from time to time and approves the transfer and transmission of shares, deletion of names, issue of duplicate share certificates etc. The Committee facilitates prompt and effective redressal of investors' complaints and the reporting of the same to the Board of Directors.



The Board has delegated the power of Share Transfer to Registrar and Share Transfer Agent, PurvaSharegistry (India) Pvt. Ltd, who processes the transfers.

- No. of shareholders' complaints received –**NIL**.
- No. of shareholders' complaints resolved - **NIL**.
- No. of complaints not solved to the satisfaction of shareholders -- **NIL**.
- No. of pending share transfers -- **NIL**.
- As at 31st March, 2019 no equity Shares were pending for transfer.

5. INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAMME:

As per requirements under the Listing Agreement read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, FOREX management, risk management framework, functioning of various divisions, HR Management etc. The policy on familiarization Programme for Independent Directors has been uploaded on the Company's website at the following link <http://ecsbiztech.com/policy2.php>

6. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for fair disclosure and prevention of Insider Trading in order to regulate, monitor and control trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

7. SUBSIDIARY COMPANY:

No Subsidiary Company.

8. POSTAL BALLOT AND E-VOTING:

During the year, the Company had not sought approval from the shareholders through Postal Ballot. The Company was not required to provide e-voting facility during the year.



9. ANNUAL GENERAL MEETINGS AND EXTRA ORDINARY GENERAL MEETING:

Details of last three AGMs held-

Year	Date	Time	Venue	No. of Special Resolutions passed
2015-16	14/05/2016	11:00 AM	Block-I, SafalMondel Park, Nr. Iscon Mall, Nr. Raj Path Club, Nr. Rangoli Farm, S.G. Highway, Bodakdev, Ahmedabad 380054	4
2016-17	29/09/2017	05:00 PM	ECS House 12, Garden View, OppAuda garden, Pakwan Circle, Sindhubhavan Road, off SG Gighway, Boadakdev, Ahmedabad	0
2017-18	29/09/2018	05:00 PM	ECS House 12, Garden View, OppAuda garden, Pakwan Circle, Sindhubhavan Road, off SG Gighway, Boadakdev, Ahmedabad	0

No Resolutions were put through postal ballot.

Resolutions were passed on show of hands at the Annual General Meetings for the all financial years except 2016-17 and 2017-18. In the FY 2016-17 and 2017-18 e-voting facility had been provided to the shareholders.

During the year, No Extra Ordinary General Meeting was held.

10. DEMAT / REMAT OF SHARES

Details of Shares Dematerialized / Rematerialized during the last financial year is as below:

- a) Number of Demat requests approved: 02
- b) Number of Shares Dematerialized: 1155
- d) Number of Remat requests approved: Nil
- e) Number of Shares Remitted Nil



Representatives of the Company are constantly in touch with M/s. PurvaSharegistry (India) Pvt. Ltd., Share Transfer Agents of the Company and review periodically the outstanding matters.

11. SHAREHOLDING OF NON-EXECUTIVE NON-PROMOTER DIRECTORS

No Non-Executive Non Promoter Director holds shares in the Company.

12. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

No Director of the Company is related to any other Director.

13. DISCLOSURES:

A. There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

B. There were no instances of non-compliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last financial years.

C. Whistle Blower Policy

In terms of Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

D. The Company has also adopted policy on dealing with related party transactions.

E. Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Mandatory requirements:

The Company complies with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, with regard to corporate governance.

Non-Mandatory requirements:

- a) Office for non-executive Director at company's expense: Yes
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- c) Audit Qualifications: Complied as there are no audit qualifications
- d) Separate posts of Chairman and CEO: Chairman and Managing Director are same
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

F. CEO certification:

The Director of the Company has certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the certificate forms part of Annual Report.

G. Accounting treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Act. The financial statements have been prepared on accrual basis under the historical cost convention.

14. MEANS OF COMMUNICATION:

Board of Directors approves and takes on record Unaudited Quarterly Results and Audited Annual Results in the prescribed form and announces forthwith the results and intimate to the Bombay Stock Exchanges Ltd. where the Company's shares are listed. The results are also published in two newspapers, one in English and the other in Regional Language.

15. ADDITIONAL INFORMATION TO SHAREHOLDERS**a. Annual General Meeting:**

Date: 16th December, 2019

Time: 05:00 p.m.



Address: ECS House,12, Garden View, OppAuda Garden, Pakwan Circle, SindhuBhavan Road, Off SG Highway, Bodakdev, Ahmedabad 380059

b. Calendar of Financial Year ended 31st March, 2019

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2019 were held on the following dates:

First Quarter Results: 31stJuly, 2018

Second Quarter and Half yearly Results: 30thOctober, 2018

Third Quarter Results: 25th January, 2019

Fourth Quarter and Annual Results: 2th May, 2019

c. Tentative Calendar for financial year ending 31st March, 2020

Unaudited Results for the quarter ended 30/06/2019- Last Week of July, 2019

Unaudited Results for the quarter ended 30/09/2019 - Last Week of October, 2019

Unaudited Results for the last quarter ended 31/12/2019 - Last Week of January 2020

Audited Results for the quarter ended 31/03/2020 - Fourth Week of May 2020

Annual General Meeting for the year ending 31st March, 2020 - September 30, 2020

d. Date of Book Closure

Tuesday, 10th December, 2019 for Annual General Meeting.

e. Regd. Office

ECS House,12, Garden View, OppAuda Garden, Pakwan Circle, SindhuBhavan Road, Off Sg Highway, Bodakdev, Ahmedabad 380059

f. Equity shares of the Company are listed on Bombay Stock Exchange situated at P. J. Towers, Dalal Street, Fort, Mumbai-400001.

g. Scrip Code: - **540063** (BSE), Scrip ID: **ECS**, ISIN: **INE925Q01024**

h. Market price data of the equity shares of the company (BSE Portal)

Month	High(Rs.)	Low(Rs.)	Closing(Rs.)	Volume (No of Shares)
April, 2018	8.28	3.94	3.94	126061
May, 2018	3.87	3.15	3.47	270169
June, 2018	4.16	3.41	4.10	172785
July, 2018	4.15	3.15	3.15	136852
August, 2018	3.90	3.09	3.80	83858
September, 2018	5.03	3.73	5.03	135931

October, 2018	6.55	4.50	5.28	81860
November, 2018	5.50	3.82	4.10	22282
December, 2018	4.10	3.25	3.50	46902
January, 2019	3.53	2.71	3.00	71618
February, 2019	3.00	2.43	2.85	49596
March, 2019	3.20	2.88	3.15	32908

i. Share Transfer System

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company, PurvaSharegistry (India) Pvt. Ltd. All valid transfers are processed within prescribed time from the date of receipt

k. Shareholding pattern as on 31-03-2019 is as given below:

Category	No of Shareholder	No of Equity Shares held	% of Equity Shareholding
A. Promoter & promoter group shareholding			
Individual & HUF	10	12740288	61.98
Body Corporates	2	2664110	12.96
B. Public Shareholding			
Body Corporates	80	848442	4.13
LLP	2	358650	1.74
Financial Institutes	1	253	0
Resident Individual	9821	3830262	18.63
HUF	46	36672	0.18
NRI	10	23000	0.11
Clearing Members	19	53370	0.26

1. Distribution of Shareholding as on 31st March, 2019 is as under:

No of Equity Shares Held	Number of Shares holders	% of Total Shares holders	In. Rs	% of Total Rupees
Upto 5,000	8932	89.39	8800030	4.28
5,001-10,000	540	5.40	4636260	2.26
10,001-20,000	243	2.43	3732030	1.82
20,001-30,000	89	0.89	2265370	1.10
30,001-40,000	33	0.33	1164570	0.57
40,001-50,000	41	0.41	1964920	0.96
50,001-1,00,000	55	0.55	4347060	2.11
1,00,001 and above	59	0.59	178640230	86.91



Total	9992	100	205550470	100
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m. Dematerialization of Shares and liquidity

The shares of the company are permitted for demat on NSDL and CDSL

Issued, Subscribed and Paid up Capital as on March 31, 2019: 20555047

A. Electronic Holding in NSDL: 14867575

B. Electronic Holding in CDSL: 5241448

C. Physical Holding: 446024

M. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity- Not applicable

n. Investors' correspondence:

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

PURVA SHAREGISTRY (INDIA) PVT. LTD.

(Unit: ECS Biztech Limited)

Shiv Shakti Industrial Estates, Unit No. 9,

J. R. Boricha Marg, Opp. Kasturba Hospital Lane,

Lower Parel (E), Mumbai – 400 011.

O. Company Secretary and Compliance Officer of the Company: Ms. Shailika Soni

(Note- Ms. Shailika Soni Resign with effect from 23.07.2019 and the company appoint new Company Secretary and compliance office of the company as earliest)

p. There are no shares lying in the demat suspense account or unclaimed suspense account.

Date: 14/11/2019

Place: Ahmedabad

For and on behalf of Board of Directors of

ECS Biztech Limited

HardikMandora
Director
DIN: 07090358

Vijay Mansinhbhai Mandora
Managing Director
DIN: 00328792



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity No: **L30007GJ2010PLC063070**

Nominal Capital: **40 (Forty) Crores**

**To the Members of
ECS BIZTECH LIMITED**

I have examined all the relevant records of **ECS BIZTECH LIMITED** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31st, 2018. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate 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.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C, D and E.

Date – 14/11/2019

For, GKV & Associates

Place – Ahmedabad

PCS, Gautam Virsadiya
Certificate of Practice No.: 19866
Membership No.: 31820



DECLARATION

All Board Members and Senior Management personnel have affirmed compliance with the code of conduct of Directors and Senior Management as approved by the Board.

Date: 14/11/2019
Place: Ahmedabad

For and on behalf of Board of Directors of
ECS Biztech Limited

HardikMandora
Director
DIN: 07090358

Vijay Mansinhbhai Mandora
Managing Director
DIN: 00328792



CEO CERTIFICATION

**To,
The Board of Directors,
ECS BIZTECH LIMITED
Ahmedabad.**

We hereby certify that:

i. We have reviewed the financial statements and the cash flow statement of the Financial Year 2018-19 and that to the best of our knowledge and belief.

a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be 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.

ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violated of the Company's code of conduct.

iii. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.

iv. We hereby certify that :

a. There have been no significant changes in internal control during the year.

b. There have been no significant changes in accounting policies during the year and

c. No instances of fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

Date: 14/11/2019

Place: Ahmedabad

**For and on behalf of Board of Directors of
ECS Biztech Limited**

**Vijay MansinhbhaiMandora
Managing Director
DIN: 00328792**

ECS BIZTECH LIMITED

Registered Office

ECS HOUSE, 12 GARDEN VIEW, OPP AUDA GARDEN,
BODAKDEV, AHMEDABAD-380054

Annual Report

F.Y. 2018-19



Auditors

Kajarekar & Co.

Chartered Accountants

202 & 204, Simandhar Avenue, 8, Kallash Society,
Nr. H.K. House, Ashram Road, Ahmedabad - 380009

E-mail: ksca123@hotmail.com



INDEPENDENT AUDITORS' REPORT

To the Members of
ECS BIZTECH LIMITED
Ahmedabad.

Report on the Audit of the financial statements

Opinion

We have audited the accompanying financial statements of **ECS BIZTECH LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We refer to note No. 25(5) of the financial statement with that the company has not offered any formal plans or agreements with individual employees, group of employees or their representatives for retirement benefits, hence its recognition, measurement and disclosures are not made.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.





Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexure to Board's Report but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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





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

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

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

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

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





Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure - A - a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2019 on its financial position in its financial statements for the year ended March 31, 2019
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.





(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For, Kajarekar & Co.
Firm Registration No. 137731W
Chartered Accountants

Hemant R. Kajarekar
Proprietor
Membership No. 041962



Ahmedabad
May 25, 2019



Annexure A to the Independent Auditors Report

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of ECS Biztech Limited on the financial statements for the year ended March 31, 2019

1. **In respect of Fixed Assets:**

- (a) The Company is in the process of maintaining fixed asset register showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, physical verification of major fixed assets has been conducted by the management at appropriate intervals. In our opinion, the programme is reasonable having regard to the size of the Company and the nature of the fixed assets. According to information and explanations given to us, no material discrepancies have been reported on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. **In respect of Inventories:**

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.

3. **In respect of Loan to parties covered in the register maintained under Sec.189:**

The Company has not granted any unsecured loans to companies, firms and other parties covered in the Register maintained u/s 189 of the Act, hence the provision of clause (iii) (a), (b) and (c) of paragraph 3 of the Order are not applicable.

4. **In respect of Loans, investments, guarantees complied with section 185 & 186:**

In our opinion and according to the information and explanations given to us, the Company does not have any transactions to which the provisions of Section 185 apply. The Company has complied with the provisions of Section 186 of the Act, with respect to the loans, investments, guarantees and security.

5. **In respect of deposit from Public:**

The Company has not accepted deposit from the public within the meaning of Sec.73 to 76 and other relevant provisions of the Act and rules framed there under.

6. **In respect of maintenance of cost records:**

According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Sec.148 of the Companies Act, 2013.

7. **In respect of statutory dues:**

- (a) According to the records of the Company, the Company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Value Added Tax, Service Tax, Goods and Service Tax and other material statutory dues applicable to it. According to the information and explanations given to us, the amounts of undisputed amounts payable in respect of the aforesaid dues as outstanding as at 31st March, 2019 for a period of more than six months from the date of becoming payable are as under:





Nature of Statute	Nature of Duty	Period to which the amount relates	Amount Rs.	Due Date	Date of Payment
TDS Defaults	Income Tax	Various Years	7,14,049	Various Dates	Not yet paid
Gujarat State Taxes on Profession, Traders and Callings and Employments Act 1976	Professional Tax	2017-18 and earlier years	3,53,659	Various Dates	Not yet paid
Gujarat State Taxes on Profession, Traders and Callings and Employments Act 1976	Professional Tax	2018-19	40,490	Various Dates	Not yet paid
ESIC Act, 1948	ESIC Employee Contribution	2017-18	15,744	Various Dates	Not yet paid
EPF Act 1952	Provident Fund	2017-18 & earlier years	8,034	Various Dates	Not yet paid
EPF Act 1952	Provident Fund	2018-19	96,935	Various Dates	Not yet paid

- (b) According to the records of the Company, there were no disputed statutory dues in respect of sales tax, wealth tax, customs duty and cess, excise duty which have not been deposited, except the following particulars of income-tax dues not deposited by the Company on account of dispute as at March 31, 2019:-

Nature of the statute	Nature of the dues	Amount in Rs.	Period to which amount relates	Forum where dispute is pending
Income-tax Act	Income-tax u/s 220(2)	94,389	2012-13	CPC
Income-tax Act	Income-tax u/s 221(3)	13,93,400	2012-13	Assessing Officer
Income-tax Act	Income-tax u/s 271(1)(c)	94,168	2016-17	Assessing Officer





8. **In respect of dues to financial institution/banks/debentures:**
Central Bank of India and State Bank of India have restructured the dues of interest and principal during the year ended March 31, 2016. According to explanation given to us and record examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks or government or debenture holders as to the Balance Sheet date.
9. **In respect of application of term loans:**
The Company has not raised any moneys by way of initial public offer, further public offer and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
10. **In respect of fraud:**
Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company have been noticed or reported during the year.
11. **In respect of Managerial Remuneration:**
According to the information and explanation given to us and the books of accounts verified by us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with the Schedule V to the Act.
12. **In respect of Nidhi Company:**
The company is not a Nidhi Company; hence the provisions of Clause 3(xii) are not applicable to the Company.
13. **In respect of Related Parties Transactions:**
According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. **In Respect of Preferential Allotment/ Private Placement:**
According to the information given to us, during the year the Company has not made any preferential allotment as private placement of shares or fully or partly convertible debentures, hence the provisions of clause 3(xiv) are not applicable to the Company.
15. **In respect of Non-cash Transaction:**
According to the information and explanation given to us and the books of accounts verified by us, the company has not entered into any non-cash transaction with directors or person connected with him.





16. **In respect of section 45-IA of RBI Act, 1934:**

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934

For, Kajarekar & Co.
Chartered Accountants
Firm Registration No. 137731W

Hemant R. Kajarekar
Proprietor
Membership No. 041962



Ahmedabad
May 25, 2019



Annexure B to the Independent Auditors' Report:

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of ECS Biztech Limited on the financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act:

We have audited the internal financial controls over financial reporting of ECS Biztech Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

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

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed 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.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the





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

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial control 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 issued by the Institute of Chartered Accountants of India.

For, Kajarekar & Co.
Firm Registration No. 137731W
Chartered Accountants

Hemant R. Kajarekar
Proprietor
Membership No. 041962



Ahmedabad
May 25, 2019

ECS Biztech Limited
CIN: U72900DL2012PC063470
BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	AS AT 31.03.2019	AS AT 31.03.2018
A - ASSETS			
1) Non-current assets			
(a) Property, Plant and Equipment	1	96,454,063	205,193,451
(b) Capital work-in-progress			
(c) Intangible Assets			
(d) Goodwill			
(e) Other intangible assets			
(f) Biological assets under cultivation			
(g) Biological assets other than bearer plants			
(h) Financial Assets			
(i) Investments	2	23,000	71,000
(j) Trade receivables	3	30,638,091	52,428,733
(k) Loans	4	5,998,149	49,126,177
(l) Others (to be specified)			
(m) Deferred tax assets (Net)	5		
(n) Other non-current assets	6	17,188,382	35,078,899
		152,268,585	401,827,360
2) Current Assets			
(a) Inventories	7	5,183,604	21,670,380
(b) Financial Assets			
(i) Investments	2		
(ii) Trade receivables	3	16,579,507	23,473,004
(iii) Cash and cash equivalents	8	203,401	5,567,400
(iv) Bank balances other than (iii) above			
(v) Loans	4		
(vi) Others (to be specified)			
(c) Current Tax Assets (Net)		6,231	10,503
(d) Other current assets			
		15,972,743	30,721,287
Total Assets		168,241,328	432,548,647
B - EQUITY AND LIABILITIES			
A - Equity			
(a) Equity Share capital	9	205,550,470	205,550,470
(b) Other Equity	10	(189,820,530)	(214,993,157)
		15,729,940	(9,442,687)
B - LIABILITIES			
1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	49,164,440	248,092,956
(ii) Trade payables	12	27,655,563	118,036,550
(iii) Other Financial liabilities (other than those specified in item (i), to be specified)			
(b) Provisions	13	(910,712)	1,339,535
(c) Deferred tax liabilities (Net)	14	20,407,492	29,307,492
(d) Other non-current liabilities			
		65,616,783	396,736,533
2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	18,355,195	13,561,700
(ii) Trade payables	12	1,419,324	26,080,075
(iii) Other Financial liabilities (other than those specified in item (i), to be specified)			
(b) Other current liabilities	15	2,717,205	12,911,250
(c) Provisions	13		
(d) Current Tax liabilities (Net)			
		22,491,724	52,553,025
Total Equity and Liabilities		168,241,328	432,548,647

Notes to Accounts & Significant Accounting Policies
The accompanying notes are integral parts of the Financial Statements
As per our report of even date

For Rajeshwar & Co.
Chartered Accountants
FIR No. 1377/HW

Hemant B. Rajeshwar
Proprietor
MNA-031962

Place: Ahmedabad
Date: May 25, 2019



For & on behalf of Board of Directors of
ECS Biztech Limited

Vijay Handera
Managing Director
DIN: 60326792

Prakash Pandit
Chief Financial Officer

For & on behalf of
Members

Harshita Mandava
Director
DIN: 07058155

Shalika Sont
Company Secretary

ECS Biztech Limited

CIN: A630097612010PL0003070

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

Particulars	Notes	For the year ended 31.03.2019	For the year ended 31.03.2018
Revenue	16	6,537,836	8,358,174
Revenue From Operations (Gross)	17	26,818,299	28,752,172
Other Income		35,356,129	37,090,346
Total Revenue			
Expenses	18	1,419,328	18,137,838
Purchases of Stock in Trade	19	16,566,357	24,230,361
Changes in Inventories of Stock in Trade	20	7,131,994	5,322,980
Employee Benefits Expenses	21	414,701	365,934
Finance Costs	22	2,455,512	10,923,674
Depreciation and Amortization Expense	23	162,162,028	6,452,811
Other Expenses		195,149,920	57,443,709
Total Expenses		(159,793,791)	(20,123,163)
Profit Before Exceptional and Tax			
Exceptional Items		(159,793,791)	(20,123,163)
Profit Before Tax			
Tax Expense:			
Current Tax			19,793,430
Deferred tax		(159,793,791)	(10,116,793)
Profit (Loss) for the period from Continuing Operation			
Other comprehensive income, net of taxes			
Items that will not be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss			
Items that will be reclassified to profit or loss		(11,530,599)	(11,654,141)
Change			
Change			
Income tax relating to items that will be reclassified to profit or loss			
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	24	(151,324,390)	(51,770,934)
Earnings per Equity Share:			
(1) Basic		(8.33)	(2.52)
(2) Diluted		(8.33)	(2.52)
Weighted Average Number of Shares Outstanding		20,555,047	20,555,047

Notes to Accounts & Significant Accounting Policies 25
The accompanying notes are integral parts of the Financial Statements
As per our report of even date

For Kajarchar & Co.
Chartered Accountants
FRN No. 132731W

Hemant R. Kajarchar
Proprietor
M.No. - 041962



For & on behalf of Board of Directors of
ECS Biztech Limited

Vijay Mandora
Managing Director
DIN: 00028792

Dr. Jeshu Pandit
Chief Financial Officer

Hareesh Mandora
Director
DIN: 07090358

Shailika Sond
Company Secretary

Place: Ahmedabad
Date: May 25, 2019

ECS Biztech Limited

CIN: L30007GJ2010PT0063070

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST, 2019

Particulars	As at 31.03.2019	As at 31.03.2018
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit Before Tax	(149,793,791)	(20,323,363)
Non Cash Operations :		
Depreciation / Amortisation	7,456,512	10,923,674
Extraordinary Gains		
Provision for Doubtful Debts	(11,330,593)	(11,654,341)
Profit on Sale of Assets		
Finance Cost	416,761	365,934
	(3,660,386)	(351,533)
Operating Profit Before Working Capital Changes	(163,454,177)	(20,687,895)
Increase / (Decrease) in :-		
Short Term Borrowings	4,799,419	3,711,249
Trade Payable	(11,859,345)	(31,719,003)
Other Current Liabilities	(10,224,053)	(9,540,456)
Trade Receivable	178,520,835	6,540,927
Short Term Provisions	(2,200,247)	(209,095)
Other Current Assets	4661	
Short Term Loans & Advances		41,073,300
Stock in Trade	16,566,356	25,239,364
	75,428,675	35,774,739
Net Cash Generated Before Exceptional Items	(88,025,552)	15,086,334
Exceptional Items		
Tax Expenses		
Net Cash Used in / Generated from Operating Activities (A)	(88,025,552)	15,086,334
B) CASH FLOW FROM INVESTING ACTIVITIES :		
General Reserve	205,429,204	
Non Current Investment		(23,000)
Other Non-Current Assets	(1,339,463)	(6,660,434)
Profit on Sale of Assets		
Purchase of Fixed Assets	(1,333,523)	(1,129,216)
Sale of Fixed Assets	180,625,599	12,143
Net cash Used in Investing Activities (B)	381,381,817	(7,795,507)
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Long Term Loans & Advances	42,570,109	(8,901,471)
Long Term Borrowings	(342,701,576)	5,060,321
Finance Cost	(414,791)	(365,934)
Net Cash from financing activities (C)	(300,816,169)	(3,487,106)
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	(5,461,904)	3,803,641
Cash and Cash Equivalents at the Beginning of the year	5,667,666	1,863,759
Cash and Cash Equivalents at the end of the year (Refer Note 4)	205,496	5,667,400

As per our report of even date

For Rajendra & Co.
Chartered Accountants
FIR No. 1377319

Rajendra
Rajendra B. Rajendra
Proprietor
M.No. - 041962



Place: Ahmedabad
Date: May 25, 2019



For & on behalf of Board of Directors of
ECS Biztech Limited

Vijay
Vijay Mandora
Managing Director
DIN: 00328792

Dr. J. K. Patel
Dr. J. K. Patel
Chief Financial Officer

Harshika
Harshika Mandora
Director
DIN: 07090358

Satishika
Satishika Sood
Company Secretary

tech Limited

197G2010PLC063070

(Changes in Equity for the period ended 31st March, 2019)

Share Capital

Number of Shares	Amount
20,535,047	205,350,670

Particulars	Share application money premium allotted	Equity component of compound financial instruments	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Total
At April 01, 2018	-	-	-	311,243,900	-	(526,149,532)	(214,905,632)
Minor at the beginning of period	-	-	-	-	-	-	-
Retained income for the period	-	-	-	-	-	-	-
Retained earnings (as per audited)	-	-	-	-	-	(21,530,599)	(21,530,599)
At March 31, 2019	-	-	-	311,243,900	-	(697,673,722)	(386,429,822)

Part of event date

at & Co.
Chartered
Accountants

Signature
Director

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For & on behalf of Board of Directors of
ECS BIZTECH LTD.

Signature
Managing Director

Vijay Mundra
Managing Director
DIN: 00000000

Signature
Company Secretary

Harish Mundra
Director
DIN: 07100000

Signature
Company Secretary

(Amount in Rs.)

ECS Biztech Limited
CIN :-L30007GJ2010PLC063070

Note 1 : Property, plant and equipment

(Rupees)

Particulars	Land	Building	Plant & Machinery	ITSC Centre Assets	Furniture & Fixtures	Electric Fitting	Computers	Vehicles	IT service Infrastructure	Total
Gross Block										
As at April 1, 2018	1,132,562	221,831,148	54,288,561	9,679,140	53,832,229	-	12,270,359	2,385,034	27,571,483	384,677,417
Additions	-	-	44,220	-	192,824	-	1,096,479	-	-	1,333,523
Disposal	-	155,246,212	-	9,679,140	53,832,230	-	12,270,358	801,415	27,571,483	261,087,739
As at March 31, 2019	1,132,562	66,584,936	54,332,781	-	192,823	-	1,096,480	1,583,619	0	124,923,201
Accumulated Depreciation										
As at April 1, 2018	-	17,200,690	19,011,379	6,410,304	16,259,484	-	12,270,359	1,135,315	25,598,952	90,474,965
Depreciation for the year	-	1,054,261	3,439,723	-	2,610,301	-	140,077	211,150	-	7,455,512
Disposal	-	15,057,687	-	6,410,304	18,863,679	-	12,270,359	672,876	25,598,952	80,462,140
As at March 31, 2019	-	3,197,264	22,451,302	-	6,106	-	140,077	673,589	-	26,468,338
Net Carrying Amount										
As at March 31, 2019	1,132,562	63,387,672	31,881,479	-	186,717	-	956,403	910,030	0	98,454,863
As at March 31, 2018	1,132,562	204,630,458	35,276,982	3,268,836	37,572,745	-	-	1,249,719	1,972,531	385,202,451



ECS Biztech Limited

CIN - L30007GJ2010PLC063070

NOTES FORMING PART OF FINANCIAL STATEMENT AS AT 31st MARCH, 2019

Note	Particulars	As at 31 March 2019	As at 31 March 2018
Note 2	Financial Assets - Investments:		
	Investment in Shares	23,000	23,000
	Total	23,000	23,000
	Classified As:		
	Non- Current Investments	23,000	23,000
Note 3	Current Investments	-	-
	Total	23,000	23,000
	Financial Assets - Trade Receivables		
	<u>Unsecured:</u>		
	Considered Good	386,728,307	565,272,684
Note 4	Less: Provision for Doubtful Trade Receivables	11,530,599	11,654,141
	Total	375,197,708	553,618,543
	Classified As:		
	Non- Current Trade Receivables	364,618,601	530,139,738
	Current Trade Receivables	10,579,107	23,478,804
Note 5	Total	375,197,708	553,618,543
	Financial Assets - Loans:		
	<u>Unsecured, Considered Good:</u>		
	Loans & Advances to Others	5,159,192	43,897,144
	Security deposits refundable	1,838,977	5,479,133
Note 6	Other Advances	-	-
	Total	6,998,169	49,376,277
	Classified As:		
	Non- Current Loans	6,998,169	49,376,277
	Current Loans	-	-
Note 7	Total	6,998,169	49,376,277
	Deferred Tax Assets:		
	Deferred Tax Assets:	-	-
	Total	-	-
Note 8	Other Non Current Assets/Current Assets:		
	MAT Credit Entitlement	8,239,445	8,239,445
	Prepaid Insurance Expenses	6,243	10,904
	Balance with Government Authorities	8,621,187	7,281,724
	<u>Unamortised Expenditure</u>		
Note 9	Preliminary Expenses	305,730	305,730
	Total	17,172,605	15,837,803
	Classified As:		
	Non- Current Assets	17,166,362	15,826,899
	Current Assets	6,243	10,904
Note 10	Total	17,172,605	15,837,803
	Inventories		
	Stock in trade (Valued at lower of Cost or Net Realisable Value)	5,103,984	21,670,340
	Total	5,103,984	21,670,340
Note 11	Cash and Cash Equivalents		
	a. Balances with Banks	55,845	3,714,964
	b. Cash on Hand	149,651	3,461
	c. Deposits with Bank	-	1,948,976
	Total	205,496	5,667,400
Note 12	Share Capital		
	Authorised		
	4,00,00,000 (4,00,00,000) Equity Shares of Rs. 10 Each	400,000,000	400,000,000
		400,000,000	400,000,000
	Issued, Subscribed & Paid up		
Note 13	2,05,55,047 (P.Y. 2,05,55,047) Equity Shares of Rs. 10 Each	205,550,470	205,550,470
	Fully Paid Up,		
	Total	205,550,470	205,550,470
Note 14	The Reconciliation of the Number of Shares Outstanding is set out below:	No. of Shares	No. of Shares
	Equity Shares		
	Shares outstanding at the beginning of the year	20,555,047	20,555,047
	Shares outstanding at the end of the year	20,555,047	20,555,047
Note 15	Details of Shares held by Shareholders holding more than 5% of the Aggregate Shares in the Company		
	Name of Shareholder : Shri Vijay Mandora		
	No. of Shares held	12,575,399	12,575,399
	% of Holding	61.18	61.18



ECS Biztech Limited

CIN: L10007GJ 0101603075

NOTES FORMING PART OF FINANCIAL STATEMENT AS AT 31st MARCH 2019

Note	Particulars	As at 31 March 2019	As at 31 March 2018
Note 10	Reserves & Surplus		
1	Security Premium Account		
	Security Premium Credited on Share Issue	311,243,900	311,243,900
	Closing Balance	311,243,900	311,243,900
2	General Reserve		
	Opening Balance		
	Addition	205,429,204	
	Closing Balance	205,429,204	
	Surplus of Statement of Profit		
	Opening Balance	(526,149,332)	(474,370,393)
	(+) Net Profit for the current year	(171,374,390)	(51,770,934)
	Closing Balance	(697,523,722)	(526,149,332)
	Total	(100,850,529)	(214,905,352)
Note 11	Financial Liabilities - Borrowings		
	Secured		
	(a) Term Loans		
	From Banks	534,618	755,650
	From Other Companies	403,749,246	746,342,674
	Less: Current Maturities	262,464	295,536
	Unsecured		
	From Other Companies	10,345,199	11,564,700
	Total	122,366,619	760,367,776
	Classified As:		
	Non-Current Borrowings	104,021,420	746,002,996
	Current Borrowings	18,345,199	11,564,700
	Total	122,366,619	760,367,776
	There are no continuing default as on date in repayment of loans and interest with respect to above.		
Note 12	Financial Liabilities - Trade Payables		
	Total Outstanding Creditors	29,075,207	140,914,633
	Total	29,075,207	140,914,633
	Classified As:		
	Non-Current Borrowings	27,655,963	114,080,554
	Current Borrowings	1,419,244	26,834,079
	Total	29,075,207	140,914,633
Note 13	Financial Liabilities - Provisions		
	Provisions	(940,712)	1,339,535
	Total	(940,712)	1,339,535
	Classified As:		
	Non-Current Borrowings	(940,712)	1,339,535
	Current Borrowings	-	-
	Total	(940,712)	1,339,535
Note 14	Deferred Tax Assets		
	Deferred Tax Liabilities	20,187,492	20,187,492
	Total	20,187,492	20,187,492
Note 15	Other Current Liabilities		
	Current Maturities of Term Loan	262,404	295,536
	Creditors For Capital Goods	-	2,030,599
	Advance against Property	-	-
	Creditors for Expenses	1,176,232	3,076,837
	Other Current Liabilities	6,270,400	12,538,208
	Total	7,711,204	17,941,259

As per our report of even date

For Kajalshar & Co.
Chartered Accountants
Firm No. 137731W

Hemant B. Kajalshar
Proprietor
M.No. 041962



For & on behalf of Board of Directors
ECS Biztech Limited

Vijay Mandora
Managing Director
Dish: 99318792

Divyesh Parnik
Chief Financial Officer

Hardik Mandora
Director
Dish: 07090850

Shailika Sene
Company Secretary

Place: Ahmednagar
Date: May 25, 2019

ECS Biztech Limited

CIN :-L30007GJ2010PLC063070

NOTES FORMING PART OF FINANCIAL STATEMENT AS AT 31st MARCH, 2019

Note	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Note 16	Revenue from Operations		
	Revenue from IT Products		
	Sales of Traded Goods	1,490,856	905,329
	Revenue from Services		
	From local market	6,821,287	5,783,891
	From International Market	225,687	1,648,954
	Total	7,046,974	7,432,845
Note 17	Other Income		
	Other Non-Operating Income	26,818,299	28,752,172
	Total	26,818,299	28,752,172
Note 18	Purchases		
	Purchases of Stock-in-Trade	1,419,328	10,112,838
	Total	1,419,328	10,112,838
Note 19	Change in Inventories		
	Closing Stock of Stock in Trade	5,103,983	21,670,340
	Less: Opening Stock of Stock in Trade	21,670,340	45,900,701
	Total	16,566,357	24,230,361
Note 20	Employee Benefits Expense		
	(a) Salaries and Incentives	7,131,994	5,322,988
	(b) Staff Welfare Expenses	-	-
	Total	7,131,994	5,322,988
Note 21	Financial Expenses		
	Interest Expense	411,948	334,295
	Other Borrowing Costs	2,753	31,639
	Total	414,701	365,934
Note 22	Depreciation & Amortisation Expenses		
	Depreciation	7,455,512	10,923,674
	Preliminary Expenses Written Off	-	-
	Total	7,455,512	10,923,674
Note 23	Other Expenses		
	a) DIRECT EXPENSES		
	Service Expenses	147,400	-
	Transport & Freight Inward	133,138	241,345
	Electricity Expenses	1,239,523	890,860
	Membership Fees	-	-
	Repairs & Maintenance	15,885	136,883
	Municipal Expense	-	-
	Other Expenses	-	255,557
	Professional Tax	-	-
	Profit & Loss of Fixed Assets	-	-
	Total	1,535,946	1,524,645
	b) OFFICE AND ADMINISTRATIVE EXPENSES		
	Insurance Expenses	15,363	38,048
	Internet & Broadband Expenses	607,272	959,991
	Audit Fees	55,000	32,775
	Postage & Courier	74,386	96,208
	Professional Fees	1,352,963	1,604,357
	Rent, Rates & Taxes	720,000	401,440
	Office Maintenance Expense	468,346	763,741
	Telephone & Mobile Expenses	104,682	653,329
	Travelling & Conveyance	-	-
	Vehicle Expenses	122,945	112,570
	Loss on sale of Assets	89,761,820	-
	Prior Period Expenses	128,240	-
	Sundry Balance W/o	66,995,584	-
	Miscellaneous Expenses	219,481	-
	Total	160,626,082	4,662,460
	c) SELLING AND DISTRIBUTION EXPENSES		
	Advertisement & Publicity	-	270,808
	Commission and Brokerage Expenses	-	-
	Total	-	270,808
	TOTAL OTHER EXPENSES (a+b+c)	162,162,028	6,457,913

ECS Biztech Limited

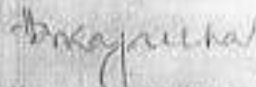
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NOTES FORMING PART OF FINANCIAL STATEMENT AS AT 31st MARCH 2019

Note	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Note 24	Earnings Per Share		
	Net profit as per Statement of Profit and Loss for calculation of Basic and Diluted EPS	(171,324,398)	(51,770,934)
	Weighted Average number of equity shares (in Calculated Basis/Diluted EPS)	20,555,047	20,555,047
	Nominal Value of Shares	10	10
	Earnings Per Share	(8.33)	(2.52)

As per our report of even date

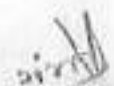
For Kajarchar & Co.
Chartered Accountants
PIN No. 137231W



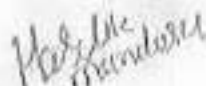
Hemant B. Kajarchar
Proprietor
M.No. - 041962



For & on behalf of Board of Directors of
ECS Biztech Limited



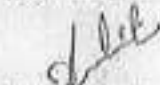
Vijay Mandora
Managing Director
DIN: 00328292




Hardik Mandora
Director
DIN: 07090358

Place: Ahmedabad
Date: May 25, 2019





Divyesh Pandit
Chief Financial Officer



Shashika Sani
Company Secretary

CIN : L30007G|2010PLCD63070

Note 25 - Other Notes

Note	Particulars	As at 31 March 2019	As at 31 March 2018
1	In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.		
2	Related Party Disclosures 1. Relationships : (a) Same Management ECS Infotech P.Ltd ECS Environment Private Limited V M Infosystem Mandora Finserve Pvt Ltd Laurels Management Private Limited (c) Key Management Personnel: Shri Vijay Mandora Shri Hardik Mandora Shri Dvijesh Pandit Ms. Shailika Soni 2. Transactions Carried out with Related Parties Referred in 1 above, in Ordinary Course of Business: Nature of Transactions Related Parties Purchases Purchase of services - 112,974 Purchase of Goods - Sales Goods, Materials and Services - 555,780 Expenses Directors Remuneration - 384,127 Remuneration to KMP - 599,376 Rent - Transactions ECS Infotech P.Ltd Dr. 1,36,61,161 Cr. 3,02,87,360 Vijay Mandora Cr. 59,12,444 Nil ECS Environment Private Limited Dr. 6,17,412 Cr. 17,06,518 V M Infosystem Nil Nil Mandora Finserve Pvt Ltd Dr. 4,24,000 Cr. 18,01,000 Balances outstanding at the end of the year: Vijaysinh Madora Cr. 59,12,444 Nil ECS Environment Private Limited Cr. 11,23,753 Cr. 17,41,165 ECS Infotech P.Ltd Cr. 62,32,863 Cr. 1,98,94,024 V M Infosystem Dr. 1,66,42,794 Dr. 1,66,42,794 Mandora Finserve P. Ltd Cr. 1,06,12,116 Cr. 1,10,36,116		
3	Contingent Liabilities and Commitments (To the extent not provided for) (i) Contingent Liabilities a) Counter Guarantee given to Bank for LC outstanding Nil Nil b) Guarantees Nil Nil c) Claims against the company/disputed liabilities not acknowledged as Debts Nil Nil (ii) Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for Nil Nil Total Contingent Liabilities Nil Nil		
4	According to the information available with the Company, there are no amounts as at 31 st March, 2019, due to suppliers who constitute a "Micro, Small and Medium Enterprises" as per MSMED Act, 2006.		
5	The Company has not offered any formal plans or agreements with individual employees, group of employees or their representatives for retirement benefits, hence its recognition, measurement and disclosures are not made.		



Note 25(6): Significant Accounting Policies & Key Accounting Estimates**Note 6.1 : Company Overview**

ECS Biztech Limited (hereinafter referred to as "EBL" or "the Company") is a Company formed and registered under the Companies Act, 1956, on 29th November, 2010, by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The name of the Company has been changed from SAC Infosystem Private Limited to ECS Biztech Private Limited consequent upon issue of fresh Certificate of change of name on dated 08/12/2011. The Company is been converted from Private Limited to Public Limited vide resolution dated 02/09/2014. The Company has procured and sold IT products including Computers and computer peripherals. In addition to that the company has rendered IT related services during the year..

The standalone financial statements for the year ended March 31, 2018 were considered by the Board of Directors and approved for issuance on May 25, 2019.

Note 6.2: Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. Accounting Policies have been consistently applied except where newly issued accounting standard is initially adopted or revision to the existing standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an on-going basis.

1 Statement of Compliance

The standalone financial statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement, together with notes for the year ended March 31, 2019 have been prepared in accordance with Ind AS as notified under section 133 of the Companies' Act, 2013 ("the Act") duly approved by the Board of Directors at its meeting held on 25th May, 2019.

2 Basis of Measurement

The standalone financial statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis of accounting, except for certain Assets and Liabilities as stated below:

- (a) Financial instruments (assets / liabilities) classified as Fair Value through profit or loss or Fair Value through Other Comprehensive Income are measured at Fair Value.
- (b) The defined benefit asset/liability is recognised as the present value of defined benefit obligation less fair value of plan assets.
- (c) Assets held for sale measured at fair value less cost to sales

The above items have been measured at Fair Value and the methods used to measure Fair Values are discussed further in Note 6.4(16).

3 Functional and Presentation Currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian Rupee is the functional currency of the Company. The financial statements are presented in Indian Rupees.

4 Standard issued but not yet effective

Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, ('the Rules') on March 30, 2019. The rules notify the new Lease Standard Ind AS 116 'Leases' and also bring in amendments to existing Ind AS. The rules shall be effective from reporting period beginning on or after April 1, 2019 and cannot be reported early. Hence, not applied in the preparation of these financial statements. The company is in the process of evaluating the impact of such new or amended standards on the financial statement of the company. However, in the opinion of the company, the impact on carrying values of assets and liabilities will not be significant in value terms.



Note 6.3: Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of standalone financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the standalone financial statements.

1 Revenue recognition

- (i) Revenue in respect of domestic sale of products is recognised when the risks and rewards of ownership are passed on to the customers, which is upon dispatch of products. Sales are stated at contractual realizable values, net of excise duty, sales tax and trade discount.
- (ii) Export Sales are recognized at invoiced value converted in to reporting currency by applying the exchange rate prevailing on transaction date i.e. Bill of lading date.
- (iii) Export Incentives are accounted for on accrual basis.

2 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

4 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include trade receivables, predominantly from Government schemes/insurance companies and corporates which enjoy high credit ratings are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off when management deems it not to be collectible.

The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix considering the nature of receivables and the risk characteristics. The considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

5 Allowance for uncollectible trade receivables

Provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix.

6 Impairment of Property, Plant & Equipment

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss which is material in nature is accounted for.

7 Litigations

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

Note 6.4: Significant Accounting Policies

1 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

(a) Financial Assets

Financial Assets comprises of investments in equity instruments, trade receivables, cash and cash equivalents and other financial assets.

Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit or Loss, transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company committed to purchase or sell the asset.

Subsequent Measurement:

(i) Financial assets measured at amortized Cost:

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and where contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI):

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity instruments at FVTOCI, excluding dividends are recognized in Other Comprehensive Income (OCI).

(iii) Fair Value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of the financial assets in its entirety, the difference between the carrying



amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

(b) Financial Liabilities**Initial Recognition and Measurement**

Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent Measurement:

Financial Liabilities are classified for subsequent measurement into following categories:

(i) Financial liabilities at Amortized Cost:

The Company is classifying the following under amortized cost:

- Borrowing from Banks
- Borrowing from Others
- Trade Payables
- Other Financial Liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus cumulative amortization using the effective interest method of any differences between the initial amount and maturity amount.

(ii) Financial liabilities at Fair Value through Profit or Loss:

Financial liabilities held for trading are measured at Fair Value through Profit or Loss

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

(c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

(d) Reclassification of Financial Assets

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

2 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

3 Property, Plant and Equipment

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. All repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Properties in the course of construction for supply of services or administrative purpose are carried at cost, less any recognised impairment loss. Cost includes professional fees and other directly attributable cost and for qualifying assets, borrowing cost capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of Property Plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

Depreciation on Tangible Fixed Assets is provided on straight line method over the useful lives of assets specified in Part C of Schedule II to the Companies Act 2013 read with the relevant notifications issued by the Department of Company affairs.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. Leasehold land with lease term of 99 years or more and it is amortized over the period of lease i.e. 99 years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and are recognised net within "other income / other expenses" in the Statement of profit and loss.

4 Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is de-recognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Type of Asset	Useful Life
Computer software	3 years

5 Inventories

- (i) Raw Materials, Stock-in-process, Finished Goods are valued at lower of cost or net realizable value. Cost of stock-in-process and finished goods include materials, labour, manufacturing overhead and other cost incurred in bringing the inventories to their present location. Excise duty on goods



manufactured by the company and remaining in inventory is included as a part of valuation of finished goods.

- (ii) Stock of stores, spares, consumable and packing materials are valued at cost.

6 Impairment

(a) Financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

(b) Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

7 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contract is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with the contract.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

8 Revenue Recognition



- (a) Revenue in respect of domestic sale of products is recognised when the risks and rewards of ownership are passed on to the customers, which is upon dispatch of products. Sales are stated at contractual realizable values, net of excise duty, sales tax and trade discount.
- (b) Export Sales are recognized at invoiced value converted in to reporting currency by applying the exchange rate prevailing on transaction date i.e. Bill of lading date.
- (c) Export Incentives are accounted for on accrual basis.
- (d) Dividend and Interest Income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

9 Leases

Leases are classified as finance leases whenever the (substantial value of the assets is initially paid as non-refundable lease premium) and terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefit accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

10 Foreign Currency Translation

The functional currency of the Company is the Indian Rupee

Exchange differences on monetary items are recognised in the Statement of profit and loss in the period in which they arise except for:

- (i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- (ii) exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements of the Company for the period immediately before the beginning of the first Ind AS financial reporting period (prior to April 1, 2016), as per the previous GAAP, pursuant to the Company's choice of availing the exemption as permitted by Ind AS 101.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

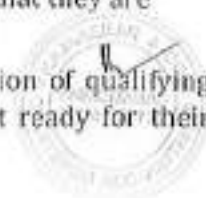
Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

11 Borrowing Costs

Borrowing costs include

- (i) interest expense calculated using the effective interest rate method,
- (ii) finance charges in respect of finance leases, and
- (iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their



intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

12 Employee benefits

(a) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Company operates the following post-employment schemes: a) defined contribution plans - provident fund b) defined benefit plans - gratuity plans

(i) Defined contribution plans

The Company has defined contribution plan for the post-employment benefits namely Provident Fund and Employees Death Linked Insurance, the contributions towards such funds and schemes are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

(ii) Defined benefit plans

The Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of profit and loss in the line item 'Employee benefits expense'.

Remeasurements of the net defined liability, comprising of actuarial gains and losses, return on plan assets (excluding amounts included in net interest on the net defined benefit liability) and any change in the effect of asset ceiling (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit or loss as past service cost.

13 Income Taxes



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

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

14 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

15 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.



16 Fair Value Measurement

A number of Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

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

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

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

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

- (a) Level 1 -unadjusted quoted prices in active markets for identical assets and liabilities.
- (b) Level 2 -Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- (c) Level 3 -unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the standalone financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

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

Fair values have been determined for measurement and / or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- (a) Investment in equity and debt securities

The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques.

- (b) Trade and other receivables

The fair value of trade and other receivables, excluding construction contracts in progress, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However in respect of such financial instruments, fair value generally approximates the carrying amount due to short term nature of such assets. This fair value is determined for disclosure purposes or when acquired in a business combination.

- (c) Non derivative financial liabilities

Fair Value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at



the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

17 Current / non- current classification

An asset is classified as current if:

- (a) it is expected to be realized or sold or consumed in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be realized within twelve months after the reporting period; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- (a) it is expected to be settled in normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be settled within twelve months after the reporting period;
- (d) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

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

18 Cash and cash equivalent

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

