# **NexG Devices Private Limited**

CIN: U32300DL2011PTC215856

(INCORPORATED ON 15.03.2011)

## 6<sup>th</sup> ANNUAL REPORT FOR THE YEAR 2015-2016

REGD. OFFICE : D-7, DHAWANDEEP APARTMENTS

6 JANTAR MANTAR ROAD

NEW DELHI -110 001

DIRECTORS

SH. BHARAT BHUSHAN CHUGH (W.E.F. 26.07.2013)

SH. SANDEEP JAIRATH (W.E.F. 30.09.2015)

SH. SURENDRA LUNIA (CEASED W.E.F. 30.09.2015)

SH. CHHATTAR KUMAR GOUSHAL (W.E.F. 31.03.2016) SH. SUNIL BATRA (CEASED TO BE MANAGING DIRECTOR W.E.F.

AUDITORS

: OSWAL SUNIL & COMPANY

CHARTERED ACCOUNTANTS

BANKERS

ANDHRA BANK

**CORPORATION BANK** 

HDFC BANK LTD.

KOTAK MAHINDRA BANK LTD.

Tel. : 2325-1582, 2326-2902, 4306-0999

E-mail: oswalsunil.co@gmail.com Website: www.oswalsunil.com

#### INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

#### To the Members of NexG Devices Private Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of **NexG Devices Private Limited** ('the Company') which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 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 purpose 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 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 written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - 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 OSWAL SUNIL &COMPANY

Chartered Accountants Firm Registration No. 016520N

(CA Amit Nowlakha)

Partner

Membership No. 0513504

Place: New Delhi Date:24.05.2016

## 'ANNEXURE A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) According to information and explanations given to us, all the assets have been physically verified by the management during the year under the regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties, the title deeds of which are required to be held in the name of the Company as per paragraph 3(i)(c) of the said Order.
- As explained to us, physical verification of inventory was conducted at reasonable intervals by the management. No material discrepancies were noticed on such verification.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and I86 of the Companies Act, 2013, with respect to the loans and investments, etc., as provided in paragraph 3 (iv) of the Order.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of the products of the Company.
- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as on 31st March, 2016 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us, there are no dues in respect of, Sales Tax/Vat, Income Tax, Wealth Tax, Service Tax, Custom Duty and Cess as at 31st March, 2016, which have not been deposited with the appropriate authorities on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to banks. No repayments were due in case of debentures issued by the Company. The Company has not taken any loan from financial institutions or from the government

- 9) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, paragraph 3 (ix) of the Order is not applicable
- 10) According to the information and explanation given to us and based on our examination, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid any managerial remuneration during the year. Therefore, the provisions of paragraph 3 (xi) of the Order are not applicable to the Company.
- 12) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of paragraph 3 (xii) of the Order are not applicable to the Company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, in our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) The Company has made private placement of debentures during the year and according to the information and explanations give to us and based on our examination of the records of the Company, the requirement of section 42 of the companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of paragraph 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For OSWAL SUNIL &COMPANY
Chartered Accountants
Firm Registration No. 016520N

(CA Amit Nowlakha)

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Partner Membership No. 0513504

Place: New Delhi Date: 24.05.2016

## 'ANNEXURE B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **NexG Devices Private Limited** ('the Company') as of 31<sup>st</sup> March, 2016 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 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as on 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **OSWAL SUNIL & COMPANY**Chartered Accountants
Firm Registration No. 016520N

Dloven

(CA Amit Nowlakha)

Membership No. 0513504

Place: New Delhi Date: 24.05.2016

## nexG Devices Private Limited Balance Sheet as at 31st March 2016

(Rs.)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	4,99,00,000	4,99,00,00
Reserves and Surplus	3	(23,55,47,693)	(22,80,37,11
Non-current Liabilities			
Long Term Borrowings	4	19,58,36,000	17,28,36,00
Long Term Provisions	5	-	1,90,130
Current Liabilities			
Short-Term Borrowings	6	1,13,50,000	2,05,85,90
Trade payables (to be read with reference to Note 22 (v))		11,16,505	33,70,54
Other Current Liabilities	7	1,01,50,619	80,75,78
Short-Term Provisions	8	-	2,00
Total		3,28,05,431	2,69,23,24
ASSETS			
Non-current Assets			
Fixed Assets	9		
Tangible Assets		2,91,473	4,37,58
Deferred Tax Assets (net)		10,18,017	8,84,150
Long-term Loans and Advances	10	2,11,500	2,11,50
Other Non Current Assets	11	20,44,201	17,97,90
Current Assets			
Inventories	12	2,00,293	17,43,35
Trade Receivables	13	1,27,13,747	4,71,68
Cash and Cash Equivalents	14	44,34,779	7,10,94
Short-term Loans and Advances	15	1,18,91,421	2,06,60,97
Other Current Assets	16	-	5,15
Total		3,28,05,431	2,69,23,24

Significant Accounting Policies

Additional Information

The notes referred to above form an integral part of the Financial Statements

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As per our report of even date attached

For Oswal Sunil & Company

**Chartered Accountants** 

Firm Registration Number: 016520N

CA Amit Now akha

Partner

Membership No: 513504

Place: Date:

New Delhi 24th May, 2016 and

For and on behalf of the Board

Director\

DIN No. 05300460

Jairath

Sunil Batra

Director

DIN No. 02188254

#### nexG Devices Private Limited Statement of Profit and Loss for the year ended 31st March 2016

·			(Rs.)
Particulars	Note No.	Year ended	Year ended
		31st March 2016	31st March 2015
Revenue from Operations	17	3,49,84,493	36,24,52,082
Other Income	18	12,09,641	6,50,457
		, , , , , , , , , , , , , , , , , , ,	
Total Revenue		3,61,94,134	36,31,02,539
Expenses			
Purchases of Stock-in-Trade		3,10,79,575	31,30,30,044
Changes in Inventories of Stock-in-Trade		15,43,054	82,20,802
Employee Benefits Expense	19	23,28,951	56,57,548
Finance Cost	20	16,13,834	13,94,374
Depreciation and Amortization Expense	9	1,84,362	8,05,924
Other expenses	21	70,88,796	4,18,70,223
Total Expenses		4,38,38,572	37,09,78,915
Profit/ (Loss) before Exceptional and Extraordinary items and		(70.44.400)	(=0 =0 0=0)
Tax		(76,44,438)	(78,76,376)
Profit/ (Loss) before Extraordinary items and Tax Extraordinary Items		(76,44,438)	(78,76,376)
Profit/ (Loss) before Tax		(76,44,438)	(78,76,376)
Tax Expense:			
Current tax / Current Tax (MAT)		-	-
Deferred tax		(1,33,860)	(2,77,571)
Profit/ (Loss) for the year from continuing operations		(75,10,578)	(75,98,805)
Profit/ (Loss) for the year		(75,10,578)	(75,98,805)
Earnings per equity share (Face Value ` 10/- each):			
Basic		(1.51)	(1.52)
Diluted		(1.51)	(1.52)

Significant Accounting Policies

Additional Information

The notes referred to above form an integral part of the Financial Statements

For and on behalf of the Board

As per our report of even date attached For Oswal Sunil & Company

**Chartered Accountants** 

Firm Registration Number: 016520N

Partner

Membership No: 513504

Place: New Delhi Date: 24th May, 2016

22

Director

DIN No. 05300460

Director

DIN No. 02188254

			(Rs.)
	Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Α	Cash flows from Operating activities		
	Profit before tax	(76,44,438)	(78,76,376)
	Adjusted for:		
	Depreciation and amortisation	1,84,362	8,05,924
	Interest expense	15,40,678	12,53,634
Ī	Interest income	-	(1,78,529)
	Loss/(profit) on sale of fixed assets, net	(17,900)	(25,730)
	Fixed Assets written off	8,660	
	Debts/advances written off	-	-
	Provision for doubtful debts	4,51,788	(38,728)
	Provision for doubtful advances	1,63,000	-
	Credit balances no longer required, written back	-	-
	Excess Provision Written back	8,05,022	-
	Balances Written off/back (net)	2,28,179	4,46,198
	Provisions for staff benefits	-	1,36,291
	Operating profit before working capital changes	(42,80,649)	(54,77,316)
	Movement in working capital		
	Decrease/ (increase) in Trade Receivables	(1,28,56,850)	91,18,502
	Decrease/(Increase) in loans and advances	87,81,794	3,23,88,063
	Decrease/(Increase) in other current assets	5,153	54,80,955
	Decrease/(increase) in inventories	15,43,057	82,20,802
	Increase/ (decrease) in current liabilities and provisions	(14,34,833)	(5,67,57,497)
İ	Decrease/(Increase) in other non current assets	(2,46,297)	(1,16,216)
	Cash generated from operations	(84,88,625)	(71,42,707)
	Direct taxes paid (net of refunds)	(12,242)	(11,95,424)
	Net cash from operating activities	(85,00,867)	(83,38,131)
В	Cash flows from Investing activities		
	Purchase of fixed assets	(54,075)	(3,00,090)
	Proceeds from sale of fixed assets	25,060	35,500
	Interest income	-	1,78,529
	Net cash used for investing activities	(29,015)	(86,061)
С	Cash flows from Financing activities		
	Proceeeds from / (Repayment) of Borrowings from holding company	-	(1,61,60,721)
	Borrowings from / (Repayment to) Bank	(2,05,85,900)	32,91,484
	Proceeds from issue of OFCD's	2,30,00,000	-
	Proceeeds from / (Repayment) of Borrowings from Others	1,13,50,000	(32,500)
	Repayment of term loans	-	-
	Interest paid	(15,10,382)	(12,53,634)
-	Net cash from (used for) financing activities	1,22,53,718	(1,41,55,371)
	Net increase in cash and cash equivalents (A+B+C)	37,23,836	(2,25,79,563)
	Cash and cash equivalents at the beginning of the year	7,10,943	2,32,90,506
	Cash and cash equivalents at the end of the year	44,34,779	7,10,943
	Cash and bank balances as per Note 14 (refer note 2 below)	44,34,779	7,10,943
	Cash and cash equivalents in cash flow statement	44,34,779	7,10,943

### Notes:-

1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement

2) Cash and bank balance not includes the following, which are not available for use by the Company:

Fixed deposits pledged with banks 6,75,000 5,75,000 Fixed deposits pledged with sales tax authorities 7,95,000 7,95,000 14,70,000 13,70,000

3) The Previous year's figures have been re-classified/re-grouped to conform to current year's classification.

As per our report of even date attached

For Oswal Sunil & Company

**Chartered Accountants** 

Firm Registration Number: 016520N

CA Amit

Partner

Membership No: 513504

Place: New Delhi Date: 24th May, 2016 For and on behalf of the Board

Sandedo Jairath

Directo

DIN No. 05300460

Sunil Batra Director DIN No. 02188254 2

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		(Rs.)	
	As at 31st March 2015		
	Number	Rs.	
00	1,00,00,000	10,00,00,000	
10	49,90,000	4,99,00,000	
0	49,90,000	4,99,00,000	

49,90,000

Share Capital	As at 31st March 2016	
	Number	Rs.
Authorised		
Equity Shares of Rs.10 each	1,00,00,000	10,00,00,000
<u>Issued</u> Equity Shares of Rs.10 each	49,90,000	4,99,00,000
<u>Subscribed &amp; Paid up</u> Equity Shares of Rs.10 each	49,90,000	4,99,00,000
Total	49,90,000	4,99,00,000

Shares outstanding	As at 31st March 2016		
	Number	Rs.	
Shares outstanding at the beginning of the year	49,90,000	4,99,00,000	
Shares Issued during the year	-		
Shares bought back during the year	-	-	
Shares outstanding at the end of the year	49,90,000	4,99,00,000	

As at 31st March 2015		
Number	Rs.	
49,90,000	4,99,00,000	
-		
+	-	
49,90,000	4,99,00,000	

4,99,00,000

4,990,000 (Previous year 4,990,000) Equity Shares are held by Media Matrix Worldwide Limited, the Holding Company and its nominees

	As at 31st March 2016		
Shareholder(s) holding more than 5% shares	No. of Shares held	% of Holding	
Media Matrix Worldwide Limited* (Including its nominees)	49,90,000	100.00%	

As at 31st March 2015		
No. of Shares % of Holdin		
49,90,000	100.00%	

Reserves and Surplus	As at 31st March 2016
	Rs.
Surplus	
Opening balance	(22,80,37,115)
(+) Net Profit/(Loss) for the year	(75,10,578)
(+) Adjustment for Accumulated Depreciation*	_
* Refer Note No. 22 (xv)	
Total	(23,55,47,693)

As at 31st March 2015 Rs.	
	(22,03,24,180)
	(75,98,804)
	(1,14,131)
	•
-	(22.80.37.115)

Long Term Borrowings	As at 31st March 2016
,	Rs.
Unsecured Debentures	
0% Compulsorily Convertible Debentures (CCDs)	17,28,36,000
[The Company has issued 1,72,836 Zero% Compulsorily Convertible Debentures (CCDs) {1,34,336 issued on 30th June, 2013 & 38,500 issued on 31st March, 2014} of Face Value of Rs. 1,000/- each, compulsorily convertible into equity shares after 9 years from the date of allotment, at Book Value or Face Value of Equity Shares at the time of conversion, whichever is higher]	
0% Optionally Fully Convertible Debentures (ZOFCDs)	2,30,00,000
[The Company has issued 2,30,000 Zero% Optionally Fully Convertible Debentures (ZOFCDs) on 21st October, 2015 of Face Value of Rs. 100/- each, optionally convertible into equity shares at any time after completion of 10 years from the date of allotment till the expiry of 15 years from the said date, at fair value not lower than the Face Value as arrived at on the time of conversion]	
Total	19,58,36,000

As at 31st March 2015
Rs.
17,28,36,000
·
-
17,28,36,000

Long Term Provisions	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Provision for employee benefits Gratuity (Unfunded)	_	1,02,578
Leave Encashment (Unfunded)		87,552
Total		1,90,130

Short Term Borrowings	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Secured		
Overdraft from Corporation Bank (Secured against Fixed Deposit pledged by Holding Company)	-	2,05,85,900
Loans and advances from others	1,13,50,000	-
Loan amounting to Rs. 75,00,000/- (Previous year Rs. NIL) carries interest @ 12%, Payable within 15 months from the date of disbursement Loan amounting to Rs. 38,50,000/- (Previous year Rs. NIL) carries interest @ 12%, Payable within 15 months from the date of disbursement. The period can be extended as per mutual		
understanding between the parties.		
Total	1,13,50,000	2,05,85,900

Other Current Liabilities	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Other Payables	.	
For Expenses	41,48,578	49,43,624
For Statutory Liabilities	1,12,009	5,79,467
Advances from Customers	58,90,032	25,52,691
Total	1,01,50,619	80,75,782

Short Term Provisions	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Provision for employee benefits Gratuity (Unfunded)		218
Leave Encashment (Unfunded)	-	1,787
Total	-	2,005

Long Term Loans and Advances	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Security Deposits		·
Unsecured, considered good	2,11,500	2,11,500
Total	2,11,500	2,11,500

Other Non Current Assets	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
In Bank Deposit Accounts with maturity of more than 12 months* (including interest accrued Rs. 5,74,201/- (P. Y. Rs. 4,27,903/-)	20,44,201	17,97,903
*Include Deposits for principal amount of Rs. 6,75,000/-(P.J. Rs. 5,75,000/-) pledged as		
Margin Money with Bank and Rs. 7,95,000/- (P.Y.Rs. 7,95,000) with Commercial Tax		
Authorities 3/ (Authorities		
Total O Z	20,44,201	17,97,903

Inventories*	As at 31st March 2016
	Rs.
Stock-in-trade (Valuation as per Note No 1(d))	2,00,293
Total	2,00,293

As at 31st March 2015	
Rs.	
	17,43,350
	17,43,350

as taken, valued and certified by the Management

12

Trade Receivables		As at 31st March 2016
(Unsecured)		Rs.
Trade Receivables outstanding for a period less than six months		
Considered Good		1,27,12,827
Trade Receivables outstanding for a period more than six months		
Considered Good	920	
Considered Doubtful	31,70,426	
	31,71,346	
Less: Provision for Doubtful Receivables	31,70,426	920
Total		1,27,13,747

As at 31st March 2015	
Rs.	
	3,88,105
83,580 27,18,638 28,02,218 27,18,638	83,580
	4,71,685

4	Cash and Cash Equivalents	As at 31st March	rch 2016
		Rs.	Rs.
	Cash in hand		1,010
)	Balances with banks		
	- Balances in short term accounts	44,33,769	
	- Fixed Deposits with more than 12 months maturity	20,44,201	
		64,77,970	
	Less: Amount disclosed under other non current assets	20,44,201	*
	(refer note 11)		44,33,769
	Total		44,34,779

As at 31st Ma	arch 2015
Rs.	Rs.
	1,750
7,09,193 17,97,903	
25,07,096	
17,97,903	7,09,193
	7,10,943

80,34,303

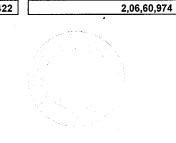
80,34,303

45,27,661 2,59,551 89,911 20,991

1,26,26,671

9,642 12,09,016 7,49,656 57,60,243

15	Short-term Loans and Advances		As at 31st March 2016	As at 31st March 2015
	(Unsecured, considered good)		Rs.	Rs.
а	Loans and advances to others		-	80,34,30
				80,34,30
b	Others	·		
	Advances to Employees		-	9,64
	TDS Recoverable		12,21,258	12,09,01
	VAT Recoverable	·	5,95,896	7,49,65
	Service Tax Recoverable		54,12,982	57,60,24
	Advances to Suppliers			
	Considered Good	39,38,089		
	Considered Doubtful	1,63,000		
	Less: Provision for Doubtful Advances	41,01,089 1,63,000	39,41,070	45,27,66
	Prepaid Expenses		· <u>-</u>	2,59,55
	Security Deposit		=	89,91
	SAD Recoverable		-	20,99
	Other Recoverable		7,20,216	
			1,18,91,422	1,26,26,67
	Total		1,18,91,422	2,06,60,97



16

Revenue from Operations	Year ended 31st March 2016	Year ended 31st March 2015
	Rs.	Rs.
Sale of products	3,49,84,493	35,04,52,082
Income from management & support services	-	1,20,00,000
Total	3,49,84,493	36,24,52,082

Other Income	Year ended 31st March 2016	Year ended 31st March 2015
	Rs.	Rs.
Interest Income (TDS Rs. 12,242/-, P.Y.Rs. 9,516/-)	1,58,540	1,64,937
Interest on Income Tax Refund	-	13,592
Profit on Sale of Assets	17,900	25,730
Excess Provision Written back	8,05,022	_
Balances Written off/back (net)	2,28,179	4,46,198
Total	12,09,641	6,50,457

Employee Benefits Expense	Year ended 31st March 2016	Year ended 31st March 2015
	Rs.	Rs.
Salaries, Allowances and Bonus, etc. Contributions to -	22,11,701	52,60,253
- Provident Fund	1,03,787	2,12,714
- Gratuity Fund	-	70,732
Staff Welfare Expenses	13,463	1,13,849
Total	23,28,951	56,57,548

Finance Cost	Year ended 31st March 2016	Year ended 31st March 2015
	Rs.	Rs.
Interest Expenses on - Borrowings	15,40,678	12,53,635
Other Finance Cost	69,331	1,34,438
Bank Charges	3,825	6,301
Total	16,13,834	13,94,374



Other Expenses	Year ended 31st March 2016	Year ended 31st March 2015
· · · · · · · · · · · · · · · · · · ·	Rs.	Rs.
General & Administration Expenses	.	
Electricity & Water Charges	-	1,65,172
Communication Expenses	55,212	2,67,355
Printing and Stationery	8,119	88,350
Rates & Taxes	9,75,455	12,61,147
Service Spares & Consumables	-	1,08,163
Rent	2,07,500	17,87,400
Insurance Expenses	17,231	3,75,786
Cost of Samples Consumed	_	1,32,877
Travel and Conveyance	2,10,500	10,88,878
Repairs & Maintenance	·	
- Buildings	-	74,125
- Others	2,091	· -
Legal & Professional Charges	24,86,830	28,96,423
Audit Fees	75,000	75,000
Miscellaneous Expenses	9,462	<u>-</u>
Preliminary Expenses written off	5,153	5,155
Provision for Doubtful Advances	1,63,000	-
Fixed Assets written off	8,660	-
Selling & Distribution Expenses		
Schemes on Sale of Products	3,14,530	9,91,440
Freight, Cartage & Octroi	19,21,612	38,89,190
Advertisement, Publicity & Sales Promotion	1,21,734	2,87,02,490
Packing & Forwarding Charges	54,919	-
Provision for Doubtful Receivables	4,51,788	(38,728
Total	70,88,796	4,18,70,223





nexG Devices Private Limited Notes on Financial Statements

Fixed Assets A Tangible Assets Office Equipment	As at 1st April 2015	Gross Block									
Fixed Assets Tangible Assets Office Fourinment	As at 1st April 2015		Block			-	Depreciation			Net	Net Block
		Additions	Disposals	As at 31st March 2016	at 31st March As at 1st April 2016 2015	For the year	Adjustment*	Adjustment* On disposals	As at 31st March 2016	As at 31st March 2015	As at 31st March 2016
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Office Equipment											
Computers	3,31,865	54 075	2 16 301	3,31,865	2,19,324	54,429	1	- 00 8	2,73,753	1,12,541	58,112
	13,22,014	20'+	5,01,0	000,000	000,	006,62,1	_ <b></b>	75,00,0	766,02,0	850,62,6	7,55,501
Total	16,54,539	54,075	3,16,391	13,92,223	12,16,959	1,84,362	,	3,00,571	11,00,750	4,37,580	2,91,473
Previous year	15,49,849	3,00,090	1,95,400	16,54,539	4,82,534	8,05,924	1,14,131	1,85,630	12,16,959	10,67,315	4,37,580
* Refer Note 22 (xv)											





#### Note 1 : Significant Accounting Policies

#### a Accounting Basis and Convention:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

#### b Fixed Assets:

Fixed assets are stated at cost. Cost is inclusive of freight, duties (Net of cenvat as applicable), taxes and other directly attributable costs incurred to bring the assets to their working condition for intended use. Capital work in progress comprises the cost of fixed assets that are not yet ready for their intended use at the balance sheet date.

#### c Depreciation:

Depreciation is provided on Straight Line Method as prescribed in Schedule II to the Companies Act, 2013. On mobile phones, depreciation is being provided @50% on Straight Line Method.

Depreciation on additions/deletions to fixed assets is provided prorata from the date of addition/till the date of deletion.

#### d Inventories

Inventories are stated at lower of cost or net realizable value. The Cost is determined using FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. Provision for obsolescence is made wherever necessary.

#### e Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-Current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

#### f Foreign Currency Transaction:

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realized gains and losses on foreign exchange transactions during the year are recognized in the Statement of Profit and Loss. Foreign currency monetary assets and liabilities are translated at year-end rates and resultant gains/losses on foreign exchange translations are recognized in the Statement of Profit and Loss.

For forward contracts associated with forecasted transactions, gains or losses arising due to change in fair value of the forward contract is recognised in the Statement of Profit and Loss.

For forward contracts associated with underlying asset/ liability at the Balance Sheet date, the exchange differences are recognised in the Profit and Loss Account in reporting period in which exchange rate change. The premium or discount on such contracts arising at the inception are amortised as income or expense over the life of the contracts equally.

#### g Impairment of assets:

The carrying amount of the company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment of assets. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of net selling price and value in use.

#### h Revenue Recognition :

Revenue from sale of products is recognized when persuasive evidence of an arrangement exists, risk and reward of ownership has been transferred to the customer, the sales price is fixed or determinable and collectability is reasonably assured. Revenue from Services is recognized when respective service is rendered and accepted by the customer. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Revenues are shown net of sales tax, value added tax, service tax and applicable discounts and allowances.

Commission, brokerage etc. are recognized when the right to receive the same is established.

Insurance Claims are accounted for as and when admitted by the concerned authority.

#### i Retirement Benefits :

- i) Liability for Gratuity towards employees is provided on the basis of acturial valuation at the year end.
- ii) Liability for Leave Encashment towards employees is provided on the basis of acturial valuation at the year end.
- iii) Actuarial gains/losses are immediately taken to Statement of Profit and Loss and are not deferred.



#### Taxation

Income tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of Income-tax. Act, 1961. Deferred tax is recognized, subject to the consideration of prudence, on timing differences (other than carried forward losses), being the difference between taxable income and accounting income that originate in one period and are capable of being reversal in one or more subsequent periods.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

#### k Provisions

A provision is recognized when an enterprise has a present obligation as a result of a past event: it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

#### Miscellaneous Expenditure :

Preliminary Expenses are amortized over a period of five years

#### m Contingent Liability:

No provision is made for a liability which is contingent in nature but if material, the same is disclosed by way of notes to the accounts



#### Note 22 : Additional Information

(i)	Contingent Liabilities and Commitments (to the extent not provided for)	As at 31st March 2016 Rs.	As at 31st March 2015 Rs.
	Contingent Liabilities Guarantees issued by Banks	6,72,746	5,75,000
	Total	6,72,746	5,75,000

- (ii) The Hon'ble Supreme Court of India vide its order dated December 17, 2014 on the judgment in case of State of Punjab vs. Nokia India Pvt. Ltd. has held that sales tax on battery charger sold along with mobile phone should be charged at sales tax rate applicable to chargers, which is higher than the sales tax rate applicable to mobile phones in few states. In the case of the Company, demand for Rs. 88,735/- (P.Y. Nil) was received and paid for the Assessment Year 2011-12, under Uttar Pradesh Vat Act, 2007.
- (iii) A charge for Rs. 40,000,000/- has been created on 12.07.2013 in favour of a bank, who has sanctioned Bank Guarantee limit to the Company, by way of hypothecation of all present and future movable assets including inventories, book debts and all other current assets of the Company.
- (iv) In the opinion of the Board, Current Assets and Loans & Advances have a realisable value in the ordinary course of business which is not different from the amount at which it is stated
- (v) The Company has no amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006, [MSMED Act]. The disclosure pursuant to the said Act is as under:

Particulars	As at 31st March 2016 Rs.	As at 31st March 2015 Rs.
Principal amount due to suppliers under MSMED Act, 2006	-	-
Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	-	-
Payment made to suppliers (other than interest) beyond the appointed day during the Period	-	<u>-</u>
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable towards suppliers under MSMED Act for payments already made	-	
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

#### (vi) Major components of Deferred Tax Assets and Deferred Tax Liabilities:

Particulars	As at 31st March 2016	As at 31st March 2015
•	Rs.	Rs.
Deferred Tax Assets		
Accrued employee costs	-	59,370
Provision for Doubtful Debts	9,79,662	8,40,059
Provision for Doubtful Advances	50,367	-
	10,30,029	8,99,429
Deferred Tax Liabilities		
Depreciation on Fixed Assets	12,012	15,273
	12,012	15,273
Net Deferred Tax Assets/(Liabilities)	10,18,017	8,84,156

Note: For the purpose of calculation of DTA/ DTL, brought forward losses are not considered.

#### (vii) Basic and diluted Earnings Per Share [EPS]

Particulars	As at 31st March 2016	As at 31st March 2015
Basic		
Profit/ (Loss) after tax as per accounts (Rs.)	(75,10,578)	(75,98,805)
Weighted average number of shares outstanding	49,90,000	49,90,000
Basic EPS (Rs.)	(1.51)	(1.52)
Diluted		
Profit/ (Loss) after tax as per accounts (Rs.)	(75,10,578)	(75,98,805)
Weighted average number of shares outstanding for diluted EPS	49,90,000	49,90,000
Diluted EPS (Rs.)	(1.51)	(1.52)
Face value per share (Rs.)	10.00	10.00

Note: Effect of 0% Compulsorily Convertible Debentures (CCDs) & 0% Optionally Fully Convertible Debentures (ZOFCDs) on the Earnings Per Share are anti-dilutive and hence, the same and not considered for the purpose of calculation of diluted Earnings per Share.

### (viii) Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) "Employees Benefits" presecribed by the Companies (Accounting Standard) Rules, 2006. During the year, Company has recognized the following amounts in the financial statements:

Particulars Particulars	Rs.	Rs.
Employer's Contribution to Provident Fund*	1,03,787	2,12,714

<sup>\*</sup> Included in Employer's Contribution to Provident Fund

#### **Defined Benefits Plans**

The Present value of Obligation is determined based on acturial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity

#### **Actuarial assumptions**

Particular	Gratuity	Leave
		Encashment
Discount Rate (per annum)	0.00%	0.00%
Rate of increase in compensation levels	0.00%	0.00%

#### Table Showing changes in present value of obligations

Particular	Gratuity as at 31st March 2016	Leave Encashment as at 31st March 2016	Gratuity as at 31st March 2015	Leave Encashment as at 31st March 2015
	Rs.	Rs.	Rs.	Rs.
Present Value of obligation as at the beginning of the period	1,02,796	89,339	32,064	23,780
Present Value of obligation as at the end of the period	-	-	1,02,796	89,339

#### Amounts to be recognized in Balance sheet

Particular	Gratuity as at 31st March 2016	Leave Encashment as at 31st March 2016	Gratuity as at 31st March 2015	Leave Encashment as at 31st March 2015
	Rs.	Rs.	Rs.	Rs.
Present Value of obligation as at the end of the period	-	-	1,02,796	89,339
Fair value of plan assets as at the end of the period	-	-	-	- 00 220
Net asset/ (liability) recognised in Balance Sheet Funded Status	-	-	1,02,796	89,339 -

#### Expenses to be recognized in Statement of Profit & Loss

Particular	Gratuity as at 31st March 2016	Leave Encashment as at 31st March 2016	Gratuity as at 31st March 2015	Leave Encashment as at 31st March 2015
	Rs.	Rs.	Rs.	Rs.
Interest Cost			2.565	1,902
Interest Cost	-	•	, , ,	
Current Service Cost	-	-	66,079	58,702
Expected return on plan Asset	-	-	-	- 1
Net Acturial (gain)/ loss recognized in the period	-	-	2,088	4,955
Expenses to be recognized in the statement of profit and loss	(1,02,796)	(39,330)	70,732	65,559

#### **Current and Non-Current Liability:**

Particular	Current Liability	Non Current Liability	Total Liability
Gratuity	•	-	-
Leave Encashment	-	-	-

#### (ix) Business Segment:

The Company is engaged in business of trading in mobile devices, computer peripherals & accessories and providing management & support services. There are no reportable business segments taking into account all the factors, viz., the nature of products and services, identical risks and returns, the organisation structure and the internal financial reporting system. Further, the business is carried out in India and hence, there are no reportable geographical segments. Accordingly, the segment reporting disclosure as envisaged in Accounting Standard (AS)-17 on 'Segment Reporting' is not considered necessary and applicable to the Company.

#### (x) Related Party Disclosures

(Related Parties are identified by the Management and relied upon by the Auditors)

#### **Related Parties where Control exists**

MN Ventures Private Limited (Ultimate holding company)
Media Matrix Worldwide Limited (Immediate Holding company)

#### **Fellow Subsidiaries**

Digicall Teleservices Private Limited Media Matrix Enterprises Private Limited Digivive Services Private limited Digicall Global Services Private Limited

#### **Key Management Personnel**

Mr. Sunil Batra (Managing Director) (ceased w.e.f. 18th Jan 2016)

Related parties and transactions with them are given below:

Name of the Party	Nature of Transaction	Volume of Transactions (2015-16) Rs.	Volume of Transactions (2014-15) Rs.	Receivable/ (Payable) as on 31.03.2016 Rs.	Receivable/ (Payable) as on 31.03.2015 Rs.
Holding Company					
	Finance Charges (net of TDS)	(62,398)	(1,27,950)		
	Payment made agt Finance Charge	62,398	1,27,950		
Media Matrix Worldwide Limited	Debit Note raised on us (Advances to Suppliers)	-	(36,12,176)	-	- -
	Payment made against Debit Note	-	36,12,176		
	Loan Repaid	· -	1,61,60,721		
Fellow Subsidiary					

Fellow Subsidiary					
District Consider Debugge Limited	Purchase of Services	(5,01,005)	-	-	
Digivive Services Private Limited	Payment made agt Purchase	5,01,005 -	•		-
	Amount Paid	-	88,25,959		
Digicall Teleservices Private Limited	Debit Note raised by us	60,652	-	60,652	-

Notes: 1. Related parties are disclosed with whom transactions have been carried out during the year.

2. No remuneration is paid by the Company to the Managing Director in accordance with the terms of his appointment.

#### (xi) Details of Sales and Purchase under broad heads

Particulars	Sales for the Year ended 31st March 2016	Purchase for the Year ended 31st March 2016	Sales for the Year ended 31st March 2015	Purchase for the Year ended 31st March 2015
	Rs.	Rs.	Rs.	Rs.
Sale of Products  Mobile Handsets & assessories, Dongles & Tablets	3,49,84,493	3,10,79,575	35,04,52,082	31,30,30,044
Total Si Will & Co	3,49,84,493	3,10,79,575	35,04,52,082	31,30,30,044

xii)	Payment to the Auditors	Year ended 31st March 2016	Year ended 31st March 2015
		Rs.	Rs.
	a. For Statutory Audit	75,000	75,000
	b. Other Certification	32,000	31,000
	Total	1,07,000	1,06,000

	Formalitation in Forming Common and	2015-16	2014-15	
(xii)	Expenditure in Foreign Currency	Rs.	Rs.	
	Travelling Expenses	57,095	1,54,319	
	Total	57,095	1,54,319	

- (xiv) As at the year end, the accumulated losses exceed the paid up share capital and the net worth of the Company has been completely eroded. However, the management is confident of generating cash flows from business operations and is in process of taking all efforts including infusion of fresh funds.
- (xv) In previous year, the Company revised the useful life of its fixed assets to comply with the useful life as prescribed under schedule II to the Companies Act, 2013. As per Note 7 of Part C of Schedule II to the Companies Act, 2013 the carrying amount of the asset as on the date has to be depreciated over the remaining prescribed useful life of the asset. In case of fixed assets where the useful life was nil as at 01.04.2014, the Company adjusted the net residual value aggregating Rs. 1,14,131/- (net of deferred tax Rs. 63,200/-) from retained earnings. Further due to change in rate of depreciation as per Schedule II of the Act during the year, the depreciation for the year ended 31.03.2015 was higher by Rs. 5,67,428/- and loss was higher by identical amount.

(xvi) The Previous year's figures have been re-classified/re-grouped to conform to current year's classification.

As per our report of even date attached For Oswal Sunil & Company Chartered Accountants

Firm Registration Number: 016520N

CA Amit Nowlakha

Partner Membership No: 513504

Place: New Delhi Date: 24th May, 2016 For and on behalf of the Board

Sandeep Jairath
Director

DIN No. 05300460

Sunil Batra Director

DIN No. 02188254