



**SUNIL K. KHANNA & Co.**  
**CHARTERED ACCOUNTANTS**

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ISO 9001 : 2008 Certified

**Independent Auditor's Report**  
**To the Members of Ishan International Private Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **Ishan International Private Limited ('the Company')**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date annexed thereto and a summary of significant accounting policies and other explanatory information.

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 March 31, 2019, its profits, and its cash flows for the year ended on that date.

**Basis for Opinion**

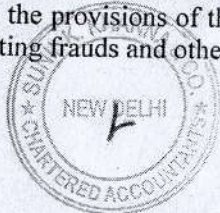
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We 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.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Management's Responsibility for the Standalone 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 and presentation of these standalone 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 standalone financial statements 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.

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

### **Auditor's Responsibility 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 Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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 & 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) This report does not include statement on Internal Financial Control over Financial reporting of the companies and the operating effectiveness of such control as the Ministry Of Corporate Affairs vide notification dated 13<sup>th</sup> June, 2017 has exempted such class of company.
  - (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 on 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



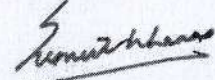


- iv. The reporting on disclosure relating to specified Bank Notes is not applicable to the company for the year ended March 31, 2019.

Place: New Delhi  
Date: 2<sup>nd</sup> September, 2019  
UDIN- 19501904AAAAKW3929



FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(SUMEET KHANNA)  
M. No. 501904  
F.R.N. 000310N





### **Annexure A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2019 we report that:

- (i) Based on our scrutiny of the company's books of account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company is maintaining proper records showing full particulars including quantitative records and situation of fixed assets. As explained to us the physical verification of physical assets as on 31<sup>st</sup> March, 2019 was conducted by the management during the year. In our opinion the frequency of verification is reasonable. No significant discrepancies were noticed on such verification. Based on our audit procedures and information and explanations received by us, we report that all title deeds of immovable properties of the company held as fixed assets are held in the name of the company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has granted loans to the one party covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion the terms and condition on which loans have been granted to parties listed in the registers maintained under section 189 of the Companies Act, 2013 are not prejudicial to the interest of the Company.

The company has granted interest free loan to the party which is repayable on demand.

There is no overdue amount of loans granted to companies, firms or Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Companies Act, 2013.

- (iv) In our opinion and according to the information and explanations received by us from the management, the Company has not granted any loan, investment, guarantee and security, hence the requirement of reporting whether the company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments made, does not arise.
- (v) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any loans or deposits which are 'deposits' within the meaning of Rule 2(b) of the Companies (Acceptance of Deposits) Rules, 2014.
- (vi) According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such goods or provision of any such services for which the central government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.

According to the records of the Company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other statutory dues applicable to it.

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According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were outstanding as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable.

According to the records of the company, there are no dues of sales tax / income tax / value added tax / customs duty / excise duty / cess which have not been deposited on account of any dispute.

- (vii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders,
- (viii) According to the records of the company, the company has not raised any moneys by, way of initial public offer or further public offer. Nor has the company obtained any term loan. Hence, comments under the clause are not called for.
- (ix) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on the company by its officers or employees or any fraud by the company has been noticed or reported during the course of our audit.
- (x) In our opinion and according to the information and explanations given to us, the managerial remuneration paid during the year ended 31<sup>st</sup> March 2019 is within the limits prescribed under Companies Act, 2013 and requisite approvals have been obtained.
- (xi) In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion, the requirements of Clause 3(xii) of the order do not apply to the company.
- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year. Accordingly, para 3(xiv) is not applicable to the company.
- (xiv) 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 him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Hence the para 3(xvi) is not applicable to the company.



Place: New Delhi  
Date: 2<sup>nd</sup> Sept., 2019  
UDIN- 19501904AAAKW3929

FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS

  
(SUMEET KHANNA)

M. No. 501904  
F.R.N. 000310N





**M/s Ishan International Private Limited**  
CIN : U74899DL1995PTC069144

**Balance Sheet as on 31st March, 2019**

	Notes	As at 31st March, 2019	As at 31st March, 2018
<b>I. Equity and Liabilities</b>			
<b>A. Shareholders' Funds</b>			
(a) Share Capital	3	133,71,390.00	133,71,390.00
(b) Reserves and Surplus	4	319,06,984.72	279,44,715.48
		<u>452,78,374.72</u>	<u>413,16,105.48</u>
<b>B. Non Current Liabilities</b>			
(a) Long-Term Borrowings	5	71,04,515.16	129,98,334.00
		<u>71,04,515.16</u>	<u>129,98,334.00</u>
<b>C. Current Liabilities</b>			
(a) Short-Term Borrowings	6	488,16,109.93	384,45,334.73
(b) Trade Payables	7	431,77,182.57	547,17,181.81
(c) Other Current Liabilities		70,24,721.35	53,58,960.73
		<u>990,18,013.85</u>	<u>985,21,477.27</u>
<b>TOTAL</b>		<u>1514,00,903.73</u>	<u>1528,35,916.75</u>
<b>II. Assets</b>			
<b>A. Non-Current Assets</b>			
(a) Fixed Assets	8		
(i) Tangible Assets		22,96,598.94	31,17,488.67
(ii) Capital Work in Progress		233,71,783.00	228,59,740.00
		<u>256,68,381.94</u>	<u>259,77,228.67</u>
<b>B. Investment</b>			
(a) Gold Deposit bond with Bank of India	9	13,37,335.00	13,37,335.00
<b>C. Current Assets</b>			
(a) Inventories	10	-	-
(b) Trade Receivables	11	755,95,294.83	783,02,006.76
(c) Cash and Cash Equivalents	12	187,17,301.01	145,30,244.56
(d) Loans and Advances	13	300,82,593.31	326,89,102.19
		<u>1243,95,189.15</u>	<u>1255,21,353.51</u>
<b>TOTAL</b>		<u>1514,00,903.73</u>	<u>1528,35,916.75</u>

See accompanying notes forming part of the financial statements

For Sunil K. Khanna & Co.  
Chartered Accountants

CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N  
Date : 2nd Sept., 2019  
Place : New Delhi



For and on behalf of the Board of Directors  
of M/s Ishan International Pvt. Ltd.

Neelam Gupta  
Director  
DIN 006823562

Shantanu Srivastava  
Director  
DIN 00022662





**M/s Ishan International Private Limited**  
CIN : U74899DL1995PTC069144  
**Statement of Profit and Loss for the period ended 31st Mar, 2019**

	Notes	As at 31st March, 2019	(In Rs.) As at 31st March, 2018
<b>A. Continuing Operations</b>			
1. Revenue from Operations	14	2280,53,579.02	1700,82,055.68
Other Incomes	15	427,86,030.72	506,07,117.23
<b>Total Revenue</b>		<b>2708,39,609.74</b>	<b>2206,89,172.91</b>
<b>2. Expenses</b>			
a) Purchases of Traded Goods	16	1951,88,579.33	1527,96,695.75
b) (Increase)/ Decrease in Inventories	18	-	-
c) Employee Benefit Expenses	20	293,21,164.13	237,93,465.20
d) Other Expenses	21	331,61,015.86	318,78,195.30
e) Finance Costs	22	72,43,500.87	67,67,690.21
f) Depreciation	8	9,04,364.31	11,00,676.48
<b>Total Expenses</b>		<b>2658,18,624.50</b>	<b>2163,36,722.94</b>
<b>3. Profit / (Loss) Before Tax</b>		<b>50,20,985.24</b>	<b>43,52,449.97</b>
<b>4. Tax Expense:</b>			
(a) Current Year's Tax Expense		13,69,537.00	12,83,473.73
(b) Deferred Tax		(3,10,821.00)	1,20,020.00
<b>5. Profit / (Loss) for the year</b>		<b>39,62,269.24</b>	<b>29,48,956.24</b>
(a) Basic		3.17	2.36
(b) Diluted		3.17	2.36

See accompanying notes forming part of the financial statements

For Sunil K. Khanna & Co.  
Chartered Accountants

*Sumeet Khanna*  
CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N  
Date : 2nd Sept., 2019  
Place : New Delhi



For and on behalf of the Board of Directors  
of M/s Ishan International Pvt. Ltd.

*Neelam Gupta*  
Neelam Gupta  
Director  
DIN 006823562

*Shantanu Srivastava*  
Shantanu Srivastava  
Director  
DIN 00022662





**M/s Ishan International Private Limited**  
CIN : U74899DL1995PTC069144

**Notes forming part of the Financial Statements for the year ended 31st March, 2019**

**1. Corporate Information**

The company is having its registered office at New Delhi and is engaged in the Trading of Engineering Goods, Chemicals, Textile goods and rendering consultancy in related areas.

**2. Significant Accounting Policies**

The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

**a) Basis of Accounting and Preparation of Financial Statements**

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 Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

**b) Depreciation and Amortisation**

Depreciation has been provided on the Useful Lives as prescribed in Schedule II to the Companies Act, 2013.

**c) Revenue Recognition**

Incomes are recognised and accounted for on accrual basis.

**d) Tangible fixed assets**

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

**e) Investments**

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

**f) Borrowing costs**

Borrowing costs attributable to the acquisition and construction of asset are capitalised as part of the cost of such asset upto the date when such asset is ready for its intended use. Other borrowing costs are treated as revenue expenditure as considered appropriate by the Management.

**g) Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.



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h) **Impairment of assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment by the management. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount.

3. **Share Capital**

	<u>As at 31st March, 2019</u>		<u>As at 31st March, 2018</u>	
	Number of shares	Rs.	Number of shares	Rs.
a) <b>Authorised Capital</b>				
Equity shares of Rs.10/-each with voting rights	50,00,000	500,00,000.00	50,00,000	500,00,000.00
<b>Total</b>	50,00,000	500,00,000.00	50,00,000	500,00,000.00
b) <b>Issued, Subscribed &amp; Paid-Up Capital</b>				
Equity Shares of Rs.10/-each with voting rights	13,37,139	133,71,390	12,50,000	125,00,000
Add : Equity Share Issued during the year	-	-	87,139	8,71,390
<b>Total</b>	13,37,139.00	133,71,390	13,37,139.00	133,71,390.00
c) <b>Reconciliation of the shares outstanding at the beginning and the end of the reporting period</b>				
<b>Equity Shares</b>				
At the beginning of the year	13,37,139	133,71,390	12,50,000	125,00,000
Add: Shares issued during the year	-	-	87,139	8,71,390
Balance at the end of the year	13,37,139	133,71,390	13,37,139	133,71,390

d) The company has issued not issued any fresh Equity Shares during the year.

e) The company has only one class of Equity Shares having a par value of Rs.10/- per Share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the assets of the company in proportion to the number of equity shares held by the shareholders.

e) **Details of Shareholders holding more than 5% shares :-**

	<u>As at 31st March, 2019</u>		<u>As at 31st March, 2018</u>	
	Number of shares	%	Number of shares	%
<b>Equity Shares of Rs.10/- Each fully paid</b>				
1. Shantanu Srivastava	10,16,226	76.00	10,16,226	76.00
2. Satyam Srivastava	3,20,913	24.00	3,20,913	24.00

4. **Reserves & Surplus**

	<u>As at 31st March, 2019</u>	<u>As at 31st March, 2018</u>
	In Rs.	In Rs.
<b>General Reserve</b>		
Opening Balance	74,95,875.65	74,95,875.65
Less : Transfers During the year	-	-
Closing Balance	74,95,875.65	74,95,875.65
<b>Securities Premium Account</b>		
	16,28,610.00	16,28,610.00
	16,28,610.00	16,28,610.00

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**Surplus/(Deficit) in the Statement of Profit & Loss**

Opening Balance	188,20,229.83	158,71,273.59
Add : Profit/ (Loss) for the year	39,62,269.24	29,48,956.24
Closing Balance	227,82,499.07	188,20,229.83
<b>Total</b>	<b>319,06,984.72</b>	<b>279,44,715.48</b>

**5. Long Term Borrowings**

	<u>Non Current Portion</u>		<u>Current Maturities</u>	
	<u>31 March,19</u>	<u>31 Mar,18</u>	<u>31 March,19</u>	<u>31 Mar,18</u>
<u>Indian Rupee Loans from Banks (Secured)</u>				
Bank of India	74,556.70	2,68,347.00	1,82,209.30	1,63,828.00
ICICI Bank Ltd.	46,58,386.00	48,12,439.00	-	-
<u>Indian Rupee Loans from Banks (Unsecured)</u>				
HDFC Bank Ltd.	13,20,005.46	30,61,074.00	17,41,068.63	14,91,088.25
ICICI Bank Ltd.	10,51,567.00	24,45,367.00	13,93,800.00	12,00,770.00
<u>Indian Rupee Loans from NBFC (Unsecured)</u>				
Equitas Small Finance Bank Ltd.	-	11,10,966.00	11,10,966.00	14,54,739.00
Tata Capital Finance	-	13,00,141.00	13,00,141.00	16,95,407.00
Bajaj Finance Ltd	-	-	-	4,70,362.00
<b>Total</b>	<b>71,04,515.16</b>	<b>129,98,334.00</b>	<b>57,28,184.93</b>	<b>64,76,194.25</b>

- a) Indian Rupee Vehicle Loan from Bank of India carries interest @10.70% P.a. The Loan is repayable in 84 Monthly installments of Rs. 16,966/- each inclusive of Interest from the date of Loan i.e 02.09.2013.  
The loan is secured by hypothecation of Vehicle of the company and Personal Guarantee of the Directors.
- b) Indian Rupee Housing Loan from ICICI Bank Ltd. carries interest @10.35% P.a. The Loan is repayable in 176 Monthly installments starting from the date of possession of the immovable property.
- c) Indian Rupee Loan from ICICI Bank carries interest @15% P.a. The Loan is repayable in 36 Monthly installments of Rs. 1,38,947/- each inclusive of Interest from i.e 05.12.2017.
- d) Indian Rupee Unsecured Loan from Bajaj Finance Ltd. carries interest @ 19.56% P.A. The Loan is repayable in 36 Monthly Installments of Rs. 1,21,632 each inclusive of interest from 02.02.2017.
- e) Indian Rupee Unsecured Loan from HDFC Bank Ltd. carries interest @16% P.A. The Loan is repayable in 24 Monthly Installments of Rs. 1,46,889/- each inclusive of interest from 04.02.2017. However the the loan has been revised and installment is increased to 1,74,799 with effect from 04.12.2017.
- f) Indian Rupee Unsecured Loan from Equitas Small Finance Bank Ltd. carries interest @16.50% P.A. The Loan is repayable in 24 Monthly Installments of Rs. 1,47,610/- each inclusive of interest from 05.12.2017.
- g) Indian Rupee Unsecured Loan from Tata Capital Finance Service Limited. carries interest @17% P.A. The Loan is repayable in 24 Monthly Installments of Rs. 1,73,048/- each inclusive of interest from 03.12.2017.

**6. Short Term Borrowings**

	<u>Non Current Portion</u>		<u>Current Maturities</u>	
	<u>31 March,19</u>	<u>31 Mar,18</u>	<u>31 March,19</u>	<u>31 Mar,18</u>
<u>Indian Rupee Packing Credit Facility from Banks (Secured)</u>				
Bank of India	-	-	430,87,925.00	319,69,140.48
Current Maturities of Long Term Debt	-	-	57,28,184.93	64,76,194.25
<b>Total</b>	<b>-</b>	<b>-</b>	<b>488,16,109.93</b>	<b>384,45,334.73</b>

- a) Indian Rupee Packing Credit Facility from Bank of India carries interest @11% P.A.  
The loan is secured against R.R's/ G.R's of approved transport covering consignment of finished goods meant for export and first charge on the fixed and current assets (both present and future), personal guarantee of the Directors and Equitable Mortgage of Residential Property situated at B-68, Sector 14, Noida, U.P. owned by the Director.

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**M/s ISHAN INTERNATIONAL PVT. LTD.**  
CIN : U74899DL1993PTC069144

**SCHEDULE OF FIXED ASSETS AS ON 31ST MARCH, 2019**

PARTICULARS	C O S T					D E D U C T I O N			SCHEDULE 'B'	
	AS ON 01.04.2018	ADDITIONS DURING THE YEAR	SALES/ TRANSFER DURING THE YEAR	TOTAL	AS ON 01.04.2018	DEDUCTION DURING THE YEAR	DEDUCTION ADJUSTMENT DURING THE YEAR	TOTAL	W.D.V. AS ON 31.03.2019	W.D.V. AS ON 31.03.2018
<b>A) Tangible Assets</b>										
Air Conditioner	5,28,867.10	-	-	5,28,867.10	4,04,013.40	-	33,029.35	-	91,824.35	1,24,833.70
Vehicles	45,83,107.94	-	-	45,83,107.94	41,92,162.75	-	1,04,508.66	-	2,88,436.53	3,92,943.19
Computers	13,92,490.03	83,474.58	-	14,75,964.61	12,62,925.46	-	98,927.54	-	1,14,111.61	1,29,564.57
Furniture & Fixtures	42,49,761.90	-	-	42,49,761.90	20,02,388.50	-	5,86,426.09	-	16,60,947.31	22,47,373.40
Office Equipments	11,49,266.72	-	-	11,49,266.72	9,38,513.13	-	81,472.68	-	1,29,380.91	2,10,753.59
Generators	2,39,969.00	-	-	2,39,969.00	2,27,970.78	-	-	-	11,998.22	11,998.22
	121,45,462.69	83,474.58	-	122,28,937.27	90,27,974.02	-	9,04,364.31	-	22,96,598.94	31,17,488.67
<b>B) Capital Work in Progress</b>										
	228,59,740.00	5,12,043.00	-	233,71,783.00	-	-	-	-	233,71,783.00	228,59,740.00
Grand Total	350,05,202.69	5,95,517.58	-	356,00,720.27	90,27,974.02	-	9,04,364.31	-	256,68,381.94	259,72,228.67
Previous Year	338,38,855.75	11,66,346.94	-	350,05,202.69	87,27,297.54	-	11,00,676.48	-	259,72,228.67	259,11,538.21

*(Signature)*  
(NEELAM GUPTA)  
DIRECTOR  
DIN 000423502

*(Signature)*  
(SHANTANU SRIVASTAVA)  
DIRECTOR  
DIN 00022662



FOR SUNIL K. KHANNA & CO.  
CHARTERED ACCOUNTANTS  
*(Signature)*  
(SUNIL K. KHANNA)  
M. NO. 501904  
F.R.N.000310N



Place : New Delhi  
Date : 2nd Sept. 2019



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	<u>As at 31st March, 2019</u> In Rs.	<u>As at 31st March, 2018</u> In Rs.
<b>7. Other Current Liabilities</b>		
Trade Payables	431,77,182.57	547,17,181.81
	<u>431,77,182.57</u>	<u>547,17,181.81</u>
<b>Other Liabilities</b>		
Statutory Remittances	3,90,220.10	20,50,940.60
Others	66,34,501.25	33,08,020.13
<b>Total</b>	<u>70,24,721.35</u>	<u>53,58,960.73</u>
<b>9. Investments</b>		
465 Units of Gold Bonds with Bank of India (NAV Rs. 3,041 ) (Previous Year 265 Units)	13,37,335.00	13,37,335.00
	<u>13,37,335.00</u>	<u>13,37,335.00</u>
<b>10. Inventories (Valued at Lower of Cost and Net Realisable Value)</b>		
Trade Goods	-	-
<b>Total</b>	<u>-</u>	<u>-</u>
<b>11. Trade Receivables</b>		
Unsecured, Unconfirmed But Considered Good by the Management		
- Outstanding for a period exceeding six months from the date they became due for payment	134,22,899.64	69,26,222.14
- Others	621,72,395.19	713,75,784.62
<b>Total</b>	<u>755,95,294.83</u>	<u>783,02,006.76</u>
<b>12. Cash &amp; Cash Equivalents</b>		
<b>Cash in Hand</b>		
<b>In Indian Rupees</b>		
- In India	17,10,046.00	15,23,346.00
<b>In Foreign Currency</b>		
- In India	5,55,821.50	6,07,818.50
- In Foreign Branch Office	3,57,249.09	3,57,249.09
<b>Bank Balances</b>		
<b>In Indian Rupees</b>		
- In India	69,16,806.05	50,82,318.54
<b>In Foreign Currency</b>		
- In India	1,88,185.69	6,70,319.75
- In Foreign Branch Office	46,511.71	46,511.71
<b>In Fixed Deposits (Unconfirmed)</b>		
Bank of India	89,42,680.97	62,42,680.97
<b>Total</b>	<u>187,17,301.01</u>	<u>145,30,244.56</u>

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13. <u>Loans &amp; Advances</u>	<u>As at 31st March, 2019</u>		<u>As at 31st March, 2018</u>	
	In Rs.		In Rs.	
Advances Recoverable in Cash or Kind (Unsecured, Unconfirmed But Considered Good by the Management)		213,69,141.22		207,15,464.38
Other Loans & Advances				
Staff Advances		2,30,910.00		44,000.00
Loans to Related Parties		2,70,227.00		40,54,581.00
Advance Taxes (Net of Provision for Tax)		56,40,484.99		55,19,968.99
Prepaid Expenses		1,06,795.00		58,168.00
Staff Imprests		2,42,135.28		1,58,910.26
Deferred Tax Assets		6,93,629.00		3,82,808.00
Security Deposits		22,855.56		22,155.56
Accrued Commission		15,06,412.00		17,33,046.00
<b>Total</b>		<b>300,82,590.05</b>		<b>326,89,102.19</b>
14. <u>Revenue from Operations</u>				
Sale of Products				
- Traded Goods		2280,53,579.02		1700,82,055.68
<b>Total</b>		<b>2280,53,579.02</b>		<b>1700,82,055.68</b>
15. <u>Other Incomes</u>				
Export Incentives		68,39,392.00		64,80,780.00
Bank Interest Received		2,11,642.22		14,13,800.45
Commission Received		325,16,323.00		409,24,155.68
Service Income		10,33,156.80		15,34,205.31
Scrap Sale		-		43,668.00
Foreign Exchange Fluctuation (Net)		21,85,516.70		2,10,507.79
<b>Total</b>		<b>427,86,030.72</b>		<b>506,07,117.23</b>
16. <u>Purchase of Traded Goods</u>				
Pharma Machinery		129,72,858.90		71,71,200.00
Sugar Machinery		695,97,828.62		592,23,885.00
API (Pharma)		417,39,698.00		159,57,500.00
Fabric		708,10,193.81		704,44,110.75
Others		68,000.00		-
<b>Total</b>		<b>1951,88,579.33</b>		<b>1527,96,695.75</b>
17. <u>Sale of Traded Goods</u>				
Pharma Machinery		209,50,014.00		96,83,471.00
Sugar Machinery		918,45,909.00		725,72,590.28
API (Pharma)		437,29,750.00		163,78,000.00
Fabric		712,72,906.02		714,47,994.40
Others		2,55,000.00		-
		<b>2280,53,579.02</b>		<b>1700,82,055.68</b>
18. <u>Details of Inventory</u>				
<u>Traded Goods</u>		-		-

Contd... 6/-





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	<u>As at 31st March, 2019</u>	<u>As at 31st March, 2018</u>
	In Rs.	In Rs.
<b>19. (Increase)/Decrease in Inventories</b>		
Inventories at the end of the year		
Traded Goods	-	-
Inventories at the beginning of the year	-	-
Traded Goods	-	-
(Increase)/Decrease	-	-
<b>20. Employee Benefit Expenses</b>		
Director's Remuneration	32,50,000.00	34,20,000.00
Salaries & Perquisites	240,46,541.00	187,22,788.88
Gratuity	1,82,928.00	-
Staff Welfare	6,36,173.13	7,06,626.32
Medical Expenses	4,37,203.00	3,08,740.00
ESIC	20,835.00	39,562.00
Provident Fund	7,47,484.00	5,95,748.00
<b>Total</b>	<b>293,21,164.13</b>	<b>237,93,465.20</b>
<b>21. Other Expenses</b>		
Audit Fees	1,00,000.00	1,00,000.00
Consultancy Charges	1,02,200.00	8,85,787.00
Conveyance	9,39,437.00	33,33,136.00
Donations	17,400.00	4,66,000.00
Electricity & Water Charges	2,31,477.88	2,47,117.40
Entertainment Expenses	19,05,275.00	20,48,330.09
Festival Expenses	2,63,997.00	2,26,880.20
Legal & Professional Charges	14,18,192.00	17,30,310.63
Miscellaneous Expenses	1,40,230.10	3,21,728.90
News Paper & Periodicals	15,504.00	15,950.00
Office Maintenance	4,63,106.00	3,98,722.50
Postage & Telephone	14,39,818.04	14,22,255.70
Printing & Stationery	2,62,788.00	1,74,220.00
Repair & Maintenance	6,18,491.93	10,93,929.47
Subscription & Membership	58,305.00	62,144.00
<u>Travelling Expenses</u>		
i) <u>Foreign Travelling</u>		
a) Directors	16,67,974.39	18,25,514.32
b) Others	24,85,164.80	19,85,176.71
ii) <u>Domestic Travelling</u>		
a) Directors	1,80,345.40	1,29,831.00
b) Others	20,28,773.00	19,41,305.24
Accountancy Charges	12,000.00	12,000.00
Advertisement	22,500.00	48,500.00
Amount Written Off	1,05,917.69	(7,06,689.86)
Car Expenses	9,78,785.28	9,68,018.46
Computer Maintenance	46,310.34	43,853.00
Exhibition Expenses	5,38,166.00	5,88,700.07
Export Promotion	39,68,907.64	34,69,991.08
Foreign Commission	50,37,082.00	36,21,955.10

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Foreign Branch Freight	6,57,547.12	2,57,431.00
Freight Outward	39,21,489.50	27,34,634.40
Insurance Expenses	4,40,498.75	4,14,138.00
Insurance Shipment	2,15,843.00	1,36,942.00
Interest Paid	7,705.00	24,768.00
Medical Expenses	14,810.00	1,83,939.00
Rent	26,07,225.00	16,45,940.89
Sample & Testing	2,47,749.00	25,735.00
<b>Total</b>	<b>331,61,015.86</b>	<b>318,78,195.30</b>

**As at 31st March, 2019**  
In Rs.

**As at 31 March, 2018**  
In Rs.

**22. Finance Cost**

Bank Charges	12,78,319.88	14,82,101.64
Bank Interest	59,65,180.99	52,85,588.57
<b>Total</b>	<b>72,43,500.87</b>	<b>67,67,690.21</b>

**23. Earnings Per Share (EPS)**

Profit/ (Loss) after Tax	39,62,269.24	29,48,956.24
Total Equity Shares Outstanding at the year end	12,50,000.00	12,50,000.00
Basic Earning Per Share	3.17	2.36
Diluted Earning Per Share	3.17	2.36

**24. Related Party Disclosures**

**Parties Where Control Exists**

M/S Ishan Foundation  
M/S Dazzle Productions Pvt. Ltd

**Relatives of Key Management Personnel**

Mrs. Nishi Srivastava  
Mr. Satyam Srivastava

**Key Management Personnel**

Late Dr. V. K. Srivastava  
Mr. Shantanu Srivastava  
Ms. Neelam Gupta

<b>Particulars</b>	<b>Parties Where Control Exists</b>	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>	<b>Total</b>
Director Remuneration	-	32,50,000.00	-	32,50,000.00
Salary	-	10,08,732.00	22,30,000	32,38,732.00
Payment made by company on behalf of enterprise	13,05,553	-	-	13,05,553.00
Loans & Advances Received Back	53,53,684	-	-	53,53,684.00
Donations	3,50,000	-	-	3,50,000.00
<b>Outstanding Balances</b>				
Loans & Advances	2,70,227	-	-	2,70,227.00

**25. Contingent Liability**

In respect of counter guarantees given to the bankers against the guarantees issued by the banker on behalf of the company in favour of parties and custom authorities Rs.16,41,163/-(Previous Year Rs 18,93,487/-)

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26. Value of Imports on CIF Basis

NIL

NIL

Imported & Indigenous Raw Materials,  
Components & Spare parts consumed

NIL

NIL

27. Expenditure in Foreign Currency

Travelling, Foreign Commission, Salary, Business  
Promotion, Remittance to Branch Office Etc.

141,10,321

317,85,628

28. Earning in Foreign Currency

Export Sales (FOB)  
Commission

1565,25,673.00

986,34,061.28

264,79,262.00

378,42,916.00

1830,04,935.00

1364,76,977.28

29. Payment to Auditors

As Audit Fee  
Taxation Matters  
Service Tax / GST

1,00,000.00

1,00,000.00

1,04,000.00

1,10,000.00

36,720.00

76,890.00

2,40,720.00

2,86,890.00

30. Deffered Tax Assets (Net)

Opening Balance  
Impact of Difference between tax Depreciation  
and Depreciation Charged for financial reporting  
Closing Balance

3,82,808.00

5,02,828.00

3,10,821.00

(1,20,020.00)

6,93,629.00

3,82,808.00

31. All Accounts whether in debit or credit are subject to confirmation from the parties concerned. However, as per the decision of the management they have been considered good.

32. Gratuity & Post Employment Benefit Plans

As per the decision of the management, the company is accounting for gratuity and other post employment benefits on payment basis, as and when the liability arises and no provisions for any such liability have been made in the books of the company.

33. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31st March 2018.

In terms of our report of even date attached.

For Sunil K. Khanna & Co.  
Chartered Accountants

*Sumeet Khanna*  
CA. Sumeet Khanna  
M.No. 501904  
F.R.N. 000310N



For and on behalf of the Board of Directors  
of M/s Ishan International Pvt. Ltd.

*Neelam Gupta*  
Neelam Gupta  
Director  
DIN 006823562

*Shantanu Srivastava*  
Shantanu Srivastava  
Director  
DIN 00022662



Place : New Delhi  
Date : 2nd Sept., 2019





# ISHAN INTERNATIONAL PVT. LTD.

GOVERNMENT OF INDIA RECOGNIZED STAR EXPORT HOUSE  
ISO 9001:2015



## BOARD REPORT

To,  
The Members,  
Ishan International Private Limited  
606, Chiranjiv Tower,  
43, Nehru Place, New Delhi- 110019

Your Directors have pleasure in presenting their 24<sup>th</sup> Annual Report on the business and operations of the **Ishan International Private Limited** ("Company") along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019.

### 1. FINANCIAL SUMMARY/ PERFORMANCE OF THE COMPANY

(In Rupees)

Particulars	For the Financial Year ended 2018- 2019	For the Financial Year ended 2017-2018
Income from operations	22,80,53,579.02	17,00,82,055.68
Other Income	4,27,86,030.72	5,06,07,117.23
Total Expenditure (-)	26,58,18,624.50	21,63,36,722.94
<b>Profit Before Tax</b>	<b>50,20,985.24</b>	<b>43,52,449.97</b>
Provision of Tax (-)	-310821.00	1,20,020.00
Current Tax (-)	13,69,537.00	12,83,473.73
<b>Profit/ (Loss) After Tax</b>	<b>39,62,269.24</b>	<b>29,48,956.24</b>

### 2. TRANSFER TO RESERVES

The Company has transferred Rs. 39,62,269.24/- to the reserves for the financial year ended 31<sup>st</sup> March, 2019.

### 3. STATE OF COMPANY'S AFFAIRS

Your Company, during the year under review, has earned Net Profit of Rs. 39,62,269.24/-.

### 4. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR

The Company does not have any subsidiary, joint venture or associate company during the year.

### 5. PUBLIC DEPOSITS

The Company has neither invited nor accepted any deposit from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the period under review.





**6. DIVIDEND**

Your Board of Directors did not recommend the dividend for the financial year 2018- 2019.

**7. TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND**

There is no unclaimed dividend that remains outstanding. So, the provision of Section 125(2) of the Companies Act is not attracted here.

**8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There has been no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statement relate (i.e. March 31, 2019) and the date of the report i.e. 02<sup>nd</sup> September, 2019.

**9. CHANGES IN THE NATURE OF BUSINESS**

During the period under review, there has been no change in the nature of business of the Company.

**10. CHANGES IN THE CAPITAL STRUCTURE**

There was no change in the Company's capital structure during the financial year 2018- 19. The Authorized Share Capital is Rs. 5,00,00,000/- divided into 50,00,000 equity shares of Rs. 10/- each. The paid up Equity Share Capital stands at Rs. 1,33,71,390 /- divided into 13,37,139 equity shares of Rs. 10/- each.

**11. EXTRACTS OF ANNUAL RETURN**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return in **Form MGT-9** as at 31<sup>st</sup> March, 2019 forms part of this Report as **Annexure-A**

**12. EMPLOYEE STOCK OPTION SCHEME**

The Company has not introduced any ESOP scheme.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a. Appointments / Resignations from the Board of Directors**

Resignation of Mr. Virendra Kumar Srivastava (DIN: 00022600), due to the sudden demise on 23<sup>rd</sup> October 2018. No other change in the Board of Directors.

**b. Key Managerial Personnel**

In terms of section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is not required to appoint Key Managerial Personnel.



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**c. Declaration by Independent Director(S)**

The requirement of provisions under Section 149 (6) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 is not applicable to the company.

**14. BOARD EVALUATION**

In terms of Section 134(3)(p) of the Companies Act, 2013, the Company is not required to carry out the annual evaluation of the Board's performance and that of its committees and individual directors.

**15. APPOINTMENT AND REMUNERATION POLICY**

The Company is not required to adopt any policy as required under Section 178 of the Companies Act, 2013 and rules made there under.

**16. BOARD MEETINGS**

During the Financial Year 2018- 19, the Board met 6 (Six) times. The dates of the Board meeting are:

S.NO	Date of Meeting
1.	12.04.2018
2.	05.07.2018
3.	28.08.2018
4.	01.09.2018
5.	19.11.2018
6.	14.03.2019

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

**17. CORPORATE SOCIAL RESPONSIBILITY**

The Company does not fall under the provisions of Section 135 of the Companies Act, 2013 read with CSR Rules, 2014.

**18. CONFIRMATION ON NIL FRAUD, MISFEASANCE OR ANY IRREGULARITY IN THE COMPANY**

There were no instances of fraud, misfeasance or irregularity detected and reported in the Company during the Financial Year 2018- 19.

**19. AUDITORS**

**(a) Statutory Auditors**

M/s. Sunil K. Khanna & Co., Chartered Accountants, bearing ICAI Registration No. 000310N, who are the Statutory Auditors of your Company, hold office up to the



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conclusion of the Annual General Meeting to be held in the year 2020, subject to ratification of their appointment at every Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by members at every Annual General Meeting.

In accordance with Section 40 of the Companies Amendment Act, 2017, notified on May 07, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

**(b) Cost Auditors**

The Company is not required to appoint Cost Auditor as required under Section 148 of the Companies Act, 2013 and rules made thereunder.

**(c) Secretarial Auditors**

The Company is not required to appoint Secretarial Auditors as required under section 204 of the Companies Act, 2013 and the rules made thereunder.

**20. AUDITOR'S REPORT**

In point Number (iii) of the Annexure A to the Independent Auditor's Report, the Auditor has given stated that the Company has given loan to the director and it is not prejudicial to the interest of the Company. The loan is repayable on demand.

**21. PARTICULARS OF INVESTMENTS, LOANS AND GUARANTEES**

The Company has made any Investments of Rs. 13,37,335 and given Loans of Rs. 2,70,227 and no Guarantees given during the year, as per Section 134 (3)(g) of the Act.

**22. RELATED PARTY TRANSACTIONS**

The disclosure in the **Form AOC-2** is not required.

**23. RISK MANAGEMENT**

Your Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews the risk management framework to keep updates and address emerging challenges.

Major risk identified for the Company by the management are strategic risk, operational risk, financial risk, compliance- regulatory- legal risk, reputational risk, investment risk, interest rate risk, market risk, concentration risk etc. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

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

Your Company is not required to adopt vigil mechanism.

## **26. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of Sections 134(5) of the Companies Act, 2013 ("Act") that:

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

## **27. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

### **A. Conservation of Energy**

- (i) the steps taken or impact on conservation of energy- NIL
- (ii) the steps taken by the company for utilizing alternate sources of energy- NIL
- (iii) the capital investment on energy conservation equipments- NIL

### **B. Technology Absorption**

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

### **C. Foreign Exchange Earning and Outgo**

Foreign Exchange Earnings	:	Rs. 18,30,04,935.00
Foreign Exchange Outgo	:	Rs. 1,41,10,321.00



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## **28. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES**

There were no employees in the Company whose remuneration exceeded the limits as mentioned under section 197 (12) read with Rule 5 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, no information is provided herein.

## **29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **30. "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 Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2018-2019.

No of Complaints Received : NIL

No of Complaints disposed off : NIL

## **31. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, regulatory Bodies, Stakeholders including Financial Institutions, Distributors and other business associates who have extended their valuable sustained support and encouragement during the year under review.

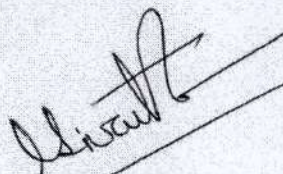
Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for your continued support in the future.

**By Order of the Board  
For Ishan International Private Limited**



**Neelam Gupta**  
Director  
DIN: 06823562  
P-801, Amrapali Zodiac Sector-120  
Gautam Buddha Nagar Noida-201301

**Date: 02.09.2019  
Place: New Delhi**



**Shantanu Srivastava**  
Director  
DIN: 00022662  
45 B, S.D.F, Sector-15A  
Gautam Buddha Nagar  
Noida 201301







# ISHAN INTERNATIONAL PVT. LTD.

GOVERNMENT OF INDIA RECOGNIZED STAR EXPORT HOUSE  
ISO 9001:2015



## Annexure A

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 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:

1.	CIN	U74899DL1995PTC069144
2.	Registration Date	29/05/1995
3.	Name of the Company	Ishan International Private Limited
4.	Category/Sub-category of the Company	Company Limited By Shares/ Non- Government Company
5.	Address of the Registered office & contact details	606, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019
6.	Whether listed company (Yes/No)	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

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

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

S. No.	Name and Description of main products services	NIC Code of the Product/service	% to total turnover of the company
1	Retail Trading	471	100%

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

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	N. A				





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

##### i) Category- wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	13,37,139	13,37,139	100	-	13,37,139	13,37,139	100	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1):-</b>	-	13,37,139	13,37,139	100	-	13,37,139	13,37,139	100	-
(2) Foreign									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other..	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2) :-</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1) + (A)(2)</b>	-	13,37,139	13,37,139	100	-	13,37,139	13,37,139	100	-
<b>B. Public Shareholding</b>									
<b>Institutions</b>									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-



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Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FII's	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	13,37,139	13,37,139	100	-	13,37,139	13,37,139	100	-



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**B) Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Shantanu Srivastava	10,16,226	76	-	10,16,226	76	-	-
2.	Mr. Satyam Srivastava	3,20,913	24	-	3,20,913	24	-	-
	<b>Total</b>	<b>13,37,139</b>	<b>100</b>	<b>-</b>	<b>13,37,139</b>	<b>100</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding –**

<b>NO CHANGE</b>
------------------

**(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company

**(iv) Shareholding of Directors and Key Managerial Personnel:**

**NO CHANGE**

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/	Cumulative Shareholding during the Year



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				decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):		
		No. of shares	% of total shares of the company	Increase	No. of shares	% of total shares of the company

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	3,72,13,754.48	1,42,29,914.25	-	5,14,43,668.73
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ ii+ iii)</b>	3,72,13,754.48	1,42,29,914.25	-	5,14,43,668.73
<b>Change in Indebtedness during the financial year</b>				
* Addition	1,07,89,322.52	-	-	-
* Reduction	-	63,12,366.16	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4,80,03,077.00	79,17,548.09	-	5,59,20,625.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ ii+ iii)</b>	4,80,03,077.00	79,17,548.09	-	5,59,20,625.09

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Shantanu Srivastava	
1	Gross salary	32,50,000	32,50,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-



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	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	32,50,000	-	-	-	32,50,000
	Ceiling as per the Act	-	-	-	-	-

**B. Remuneration to Other Directors**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-



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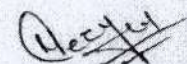


4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

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

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

By Order of the Board  
For Ishan International Private Limited



Neelam Gupta  
Director  
DIN: 06823562  
P-801, Amrapali Zodiac Sector-120  
Gautam Buddha Nagar Noida 201301

Date: 02.09.2019  
Place: New Delhi



Shantanu Srivastava  
Director  
DIN: 00022662  
45 B, S.D.F, Sector-15A  
Gautam Buddha Nagar 201301





**ISHAN INTERNATIONAL PRIVATE LIMITED**

CIN : U74899DL1995PTC069144

**CASH FLOW STATEMENT FOR YEAR ENDED 31st MARCH, 2019**

	(Amount in Rs.)	(Amount in Rs.)
	<u>Current Year</u>	<u>Previous Year</u>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT BEFORE TAX	50,20,985.24	43,52,449.97
Adjustment for :-		
a) Depreciation	9,04,364.31	11,00,676.48
b) Amount written off	1,05,917.69	(7,06,689.86)
c) Dividend and Misc. Income		
i) Interest	(2,11,642.22)	(14,13,800.45)
d) Finance Cost	72,43,500.87	67,67,690.21
e) Foreign Exchange (Gain)/Loss	(21,85,516.70)	(2,10,507.79)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1,08,77,609.19</b>	<b>98,89,818.56</b>
Adjustment for :-		
a) Trade Payable, Short Term Borrowing and other Current Liabilities	4,96,536.58	(1,79,83,509.54)
b) Inventories	-	-
c) Debtors	47,86,312.87	72,66,290.14
d) Current Loans & Advance	26,06,508.88	(33,90,950.86)
Cash Generated from Operations	<b>1,87,66,967.52</b>	<b>(42,18,351.70)</b>
Taxes Paid	(10,58,716.00)	(14,03,493.73)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>1,77,08,251.52</b>	<b>(56,21,845.43)</b>
<b>(A)</b>		
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(83,474.58)	(6,81,260.94)
Interest Income	2,11,642.22	14,13,800.45
Capital Work in Progress	(5,12,043.00)	(4,85,086.00)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(3,83,875.36)</b>	<b>2,47,453.51</b>
<b>(B)</b>		
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long term Borrowing	(58,93,818.84)	74,28,013.00
Proceeds of Long Term Borrowing	-	-
Proceeds of Issue of Shares	-	16,28,610.00
Premium on Issue of Share's	-	8,71,390.00
Interest & Finance Charges	(72,43,500.87)	(67,67,690.21)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(1,31,37,319.71)</b>	<b>31,60,322.79</b>
<b>(C)</b>		
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	41,87,056.45	(22,14,069.13)
CASH & CASH EQUIVALENTS AS AT 01.04.2017 (Opening Balance)	1,58,67,579.56	1,80,81,648.69
CASH & CASH EQUIVALENTS AS AT 31.03.2018(Closing Balance)	2,00,54,636.01	1,58,67,579.56

**Notes:-**

- The above cashflow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard 3 'Cash Flow Statements'.
- Figures in brackets represent cash outflows.
- Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date

For Sunil K. Khanna & Co.  
Chartered Accountants

CA. Sumet Khanna  
M. No. 501904  
F.R.No. 000310N



For and on behalf of the Board of Directors  
of M/s Ishan International Pvt. Ltd.

*Neelam Gupta*  
Neelam Gupta  
Director  
DIN 006823562

*Shantanu Srivastava*  
Shantanu Srivastava  
Director  
DIN 00022662

Date : 4th Sept, 2017  
Place : New Delhi