

i3 Security Private Limited

CIN U74120TN2011PTC082965

Registered Office:

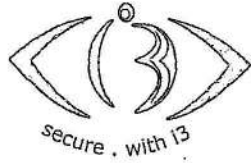
26 (Old 14) 5th Cross Street

RV Nagar Anna Nagar (East)

Chennai - 600 102, India

T/F +91 44 26210003

E info@i3security.co.in



NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Company will be held at No.88 Mount Road, Guindy, Chennai – 600 032 on Monday, 31 August, 2020 at 10.00 Hrs to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statement for the year ended 31st March, 2020 and the reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. B. Narendran (DIN: 01159394), who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration of Auditors for the year 2020-21 by passing the following as an **Ordinary Resolution**.

RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013, the Rules made thereunder and as recommended by the Audit Committee, the remuneration to M/s. Venkatesh and Co, Chennai (Firm Registration No. 0046365), Chartered Accountants, Chennai, the Auditors of the Company for the year 2020-21 is fixed as Rs. 2,50,000 (Rupees Two Lakhs and Fifty Thousand only) for audit and related services plus reimbursement of out of pocket expenses and applicable taxes.

SPECIAL BUSINESS

4. To approve the appointment of Mr. E N Rangaswami (DIN: 06463753) as a Director by passing the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. E N Rangaswami (DIN: 06463753) is appointed as a Director of the Company, liable to retire by rotation.

By order of the Board
For i3 Security Private Limited


B A Mani Mohan Arasu
DIN 05147610
Whole Time Director

Place : Chennai

Date : 04 June, 2020

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
3. Explanatory statement under section 102 of the Companies Act, 2013, is enclosed.
4. All the documents referred to in this notice are available for inspection of the members at the registered office of the company on any working day between 09.00 A.M. to 05.00 P.M. up to the conclusion of the said Annual General Meeting.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4

Mr. E N Rangaswami (DIN: 06463753) was appointed as an Additional Director of the Company on 19-02-2020 and he holds office till the Annual General Meeting.

Proposal has been received from Mr. B Narendran for the appointment of Mr. E N Rangaswami as Director of the Company under Section 160 of the Act which has been recommended by the Board of Directors. Accordingly, there is no requirement of any deposit for considering the proposal.

The Board recommends the resolution for the consideration of the Members as an Ordinary Resolution.

Except Mr. E N Rangaswami, none of the other Directors of the Company and their relatives is concerned or interested financially or otherwise in the above proposal.

By order of the Board
For i3 Security Private Limited



B A Mani Moli Arasu
DIN 05147610
Whole Time Director

Place : Chennai
Date : 04 June, 2020

i3 Security Private Limited

CIN U74120TN2011PTC082965

Registered Office:

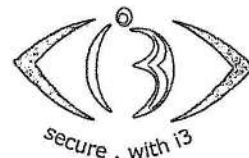
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RV Nagar Anna Nagar (East)

Chennai - 600 102, India

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DIRECTORS' REPORT

The Directors take pleasure in presenting the Ninth Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2020 and the Auditors' Report thereon.

FINANCIAL RESULTS:

Your Company's performance during the year is summarized below:

Particulars	(Rs. In lakhs)	
	Year ended 31.03.2020	Year ended 31.03.2019
Total Income	2258.67	2903.23
Total Expenses	2155.95	2785.50
Profit / (Loss) before Tax	102.72	117.73
Current Tax	13.58	33.65
Deferred Tax	1.35	(4.09)
Profit / (Loss) After Tax	87.79	88.17
Other Comprehensive Income	(219.59)	Nil
Total Comprehensive Income	(131.80)	Nil
Amount transferred to reserves, if any	Nil	Nil

The Board of Directors is confident of achieving better results in the ensuing years.

DIRECTOR PERCEPTION OF FUTURE OF COMPANY:

Due to sever impact of Covid-19 followed by National lockdown and economic downturn, the Company is expecting to stabilize its operations in the coming years. Further the company is confident of expanding the client base in the coming years.

RESERVES:

Your company has not transferred any amount to General Reserves during the financial Year ended 31st March, 2020.

SHARE CAPITAL

The company has not raised any funds by means of further issue of shares during the year.

DIVIDEND:

Your Directors do not recommend any dividend for this year as the profits are conserved to fund the future plans of the Company. The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return of company in Form MGT-9 pursuant to Section 92 of the Companies Act, 2013, is enclosed.

NO. OF BOARD MEETING:

The Board of Directors met 5 times on 06-05-2019, 19-07-2019, 25-10-2019, 20-01-2020 and 19-02-2020 for this proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

SN	Quarter	Date of Meeting	Board Strength	No. of Directors Present
1.	April-June	06-05-2019	3	3
2.	July-September	19-07-2019	3	3
3.	October-December	25-10-2019	3	3
4.	January-March	20-01-2020	3	3
5.		19-02-2020	4	4

Details of Meetings Attended by each Director for the Financial Year 2019-2020:

DIRECTORS	DIN	NUMBER OF BOARD MEETINGS ATTENDED	NUMBER OF GENERAL MEETINGS ATTENDED
D.Nagarajan	03639191	5	1
B.A.ManiMoliArasu	05147610	5	1
Narendran Bhim Singh	01159394	5	0
E N Rangaswami	06463753	1	0

DIRECTOR RESPONSIBILITY STATEMENT 134(5):

Your Directors state:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures,
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company

AUDITORS:

M/s. Venkatesh & Co, Chartered Accountants, Chennai, was appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held on 30th September, 2016. to hold office from the conclusion of the Annual General Meeting for the FY ended 31.03.2016 till the conclusion of the Annual General Meeting for the FY ended 31.03.2021 subject to ratification in the Annual General Meeting every year in terms of first proviso to section 139 (1) of the Companies Act 2013. However yearly ratification is not necessary in view of subsequent amendment to section 139 of Companies Act, 2013.

The Company has received a certificate from the above Auditors in accordance with the provisions of Section 141 of the Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR FRAUDS AS PER SEC 143(12) OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks or frauds or disclaimers made by Venkatesh & Co, Statutory Auditors, in their report and by Mr. R. Kannan, Company Secretary in Practice, in his secretarial audit report.

SECRETARIAL AUDITORS / SECRETARIAL AUDIT REPORT

Pursuant to provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 your Company engaged the services of Mr. R. Kannan., Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report in Form MR-3 as per Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure – II, forming part of this report.

PARTICULAR OF LOAN & INVESTMENTS:

The Company has not made investments or provided any guarantees/security to other body corporate during the financial year under review, except an investment of Rs. 1,00,000 in Express Carriers Limited.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The contracts or arrangements made with Related Parties as defined under Section 188 of the Companies Act, 2013 are provided in Form no. AOC-2 attached with this report.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE DEALING: RULE 8(3):**(A & B) CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

The Company has always been conscious about the need for conservation measures and the same have been implemented in all the offices of the Company. These measures are aimed for effective management and utilization of energy resources.

(C) Foreign exchange earnings and Outgo:

Foreign Exchange earnings - Nil (PY Rs. Nil)

Foreign Exchange outgo - Rs. 69,390 (PY Rs. Nil)

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY.

The Company has formulated a Risk Management policy to identify, assess, monitor and mitigate various risks to the Company. Identified risks and the mitigation plans are discussed at the meetings of the Board of Directors of the Company.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace. A policy is in place and an Internal Complaints Committee has been constituted which is monitoring the prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of POSH and the Rules made there under. There were no complaints reported under the POSH during the year under review.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

DIRECTORS:

During the Mr. E N Rangaswami was appointed as additional director of the Company consequent to resignation of Mr. D Nagarajan. The confirmation of Mr. E N Rangaswami as Director of the Company is placed in the Annual General Meeting for shareholders approval.

Your company's directors as on date are:

1. Mr. Narendran Bhim Singh
2. Mr. E N Rangaswami
3. Mr. B. A. Mani Moli Arasu.

DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

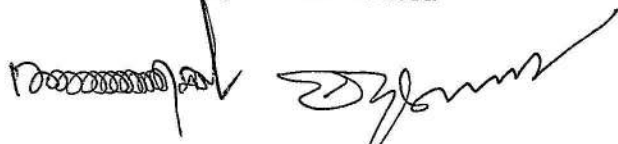
FIXED DEPOSITS:

Your Company has not accepted any fixed deposits or Public Deposits covered under chapter V of the Companies Act, 2013 and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their grateful appreciation of the valuable assistance and support extended by the customers, bankers and other statutory authorities. Your Directors also wish to place on record their appreciation for the services rendered by the employees at all levels.

By order of the Board
For I3 Security Private Limited



Place : Chennai
Date : 04 June, 2020

B A Mani Moli Arasu
DIN 05147610
Whole Time Director

E N Rangaswami
DIN: 06463753
Director

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U74120TN2011PTC082965
2	Registration Date	02.11.2011
3	Name of the Company	I3 SECURITY PRIVATE LIMITED
4	Category/Sub-category of the Company	Company limited by Shares Non-govt company
5	Address of the Registered office & contact details	# 14, 5th Cross Street, R.V. Nagar, Anna Nagar East, Chennai - 600102
6	Whether listed company	NA
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

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	Security Guard Service	8010	92.66
2	Electronic Intelligence	80200	3.02
3	House Keeping & Man Power Supply	8110	4.32

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Mercantile Ventures Limited.	L65191TN1985PLC 037309	Holding Company	100	2(46)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

[illegible]

2. Non-Institutions									
a) Bodies Corp.									
i) Indian			-	0.00%		0	-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh			-	0.00%			-	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh			-	0.00%			-	0.00%	0.00%
c) Others (specify)									
Non Resident			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Public (B)	-	-	-	0.00%	-	-	-	0.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total	-	39,07,800	39,07,800	100.00%	-	39,07,800	39,07,800	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mercantile Ventures Limited	39,07,800	100.00%	0	39,07,800	100.00%	0	100.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the				0.00%		0.00%
	Changes during the year	No change in promoters shareholding					
	At the end of the year			-	0.00%	-	0.00%

(iv) Shareholding Pattern of top ten Shareholders: Nil

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	At the beginning of the				0.00%		0.00%
	Changes during the				0.00%		0.00%
	At the end of the year				0.00%		0.00%

(v) Shareholding of Directors and Key Managerial Personnel: Nil

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1							
	At the beginning of the				0.00%		0.00%
	Changes during the				0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

V. INDEBTEDNESS: Nil

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

(Amt. Rs./Lacs)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	B.A.Mani Mozhi Arasu	(Rs/Lac)
	Designation	Whole-time Director	
1	Gross salary	41.21	41.21
	(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	Nil	-
3	Sweat Equity	Nil	-
	Commission	Nil	-
4	- as % of profit		-
	- others, specify		-
5	Others, please specify	Nil	-
	Total (A)	41.21	41.21
	Ceiling as per the Act		120 Lac

B. Remuneration to other Directors: Nil

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				41.21

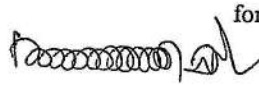
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB: Nil

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
					(Rs/Lac)
	Name				
	Designation	CEO	CFO	CS	
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)				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
	Commission				-
4	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

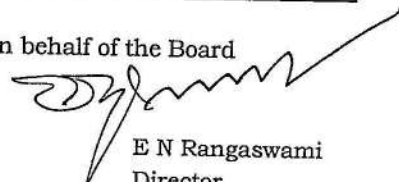
VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

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

Place: Chennai
Date: 04 June, 2020


B A Mani Moli Arasu
Whole Time Director
DIN:05147610

for and on behalf of the Board


E N Rangaswami
Director
DIN: 06463753

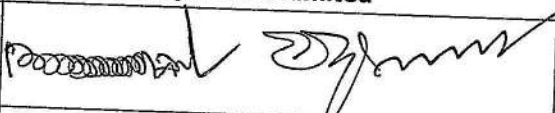
FORM NO. AOC -2

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

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mercantile Venture Limited - Holding Company
b)	Nature of contracts/arrangements/transaction	Service
c)	Duration of the contracts/arrangements/transaction	In the Normal course of Business
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not applicable
e)	Date of approval by the Board	28.03.2019
f)	Amount paid as advances, if any	Nil

	By order of the Board	
	For i3 Security Private Limited	
		
Place : Chennai	B A Mani Moli Arasu	E N Rangaswami
Date : 04 June, 2020	DIN 05147610	(DIN: 06463753)
	Whole Time Director	Director

Form No.MR-3
SECRETARIALAUDITREPORT

FORTHEFINANCIAL YEAR ENDEDMARCH 31, 2020

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

To,
The Members,
No 14, 5th Cross Street,
R.V. Nagar Anna Nagar East
Chennai - 600102 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **I3 Security Private Limited** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2020 (Audit Period)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.




During the year on account of COVID i.e. Corona Virus, the company has reported that they have lockdown their office as per the instructions of Central Government / State Government, The Covid-19 would impact in the subsequent period is highly dependent upon circumstances as they evolve.

I have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable for the company.

The other laws as may be applicable specifically to the company in my opinion:

1. The Indian Contract Act, 1872.
2. The Companies Act, 2013.
3. The Contract Labour (Regulation and Abolition) Act, 1970
4. Payment of Bonus Act, 1965.
5. Payment of Gratuity Act, 1972.
6. Minimum Wages Act, 1948.
7. Migrant Workmen Act, 1979
8. Employees' Provident Funds and Miscellaneous Provident Act, 1952
9. Employees' State Insurance Act, 1948.
10. Maternity Benefit Act, 1961
11. Workmen's Compensation Act, 1923
12. The Income Tax Act, 1961
13. The Payment of Wages Act, 1936
14. The Equal Remuneration Act, 1976
15. The Maternity Benefit Act, 1961




There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all applicable laws including general rules like labour laws, competition law, Environmental laws, regulations and guidelines.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India(Notified with effect from 1st July, 2015).

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

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable financial laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year, there was a change in the members of Board of Directors of the Company, where, w.e.f 19th February 2020 Mr. D. Nagarajan resigned from the Board and Mr. E.N Rangaswami was appointed as an Additional Director.

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




I further report that during the audit period, the company has obtained approval vide order dated 02nd May, 2020 from National Company Law Tribunal for the CP/397/CAA/2019 in CA/219/CAA/2018 in the matter of scheme of amalgamation submitted between Oasis Ventures Private Limited(Transferor Company-1), Rayce Electronic Intelligence India Private Limited (Transferor Company-2) with i3 Security Private Limited (Transferee Company) under Section 230 to Section 232 read with Section 66 of the Companies Act, 2013 and allotted 39,07,800 Equity Shares of Rs.10/- each of the Transferee Company to the shareholders of the Transferor Companies.

Based on a review of the reports by operation departments of the company to Top Management/Board of Directors of the Company, I report that the company has substantially complied with the provision of those Acts that are applicable to it.

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

Place: Chennai
Date: 30-06-2020

R Kannan
Practicing Company Secretary
FCS No: 6718/ C.P.No.3363
UDIN No. F006718B000401651



'Annexure A'

To,

The Members

IS SECURITY PRIVATE LIMITED

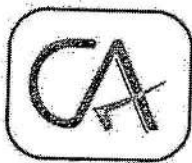
Our report of even date is to be read along with this letter.

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

Place: Chennai
Date: 30-06-2020

R Kannan
Practicing Company Secretary
FCS No: 6718/C.P.No.3363
UDIN No. F006718B000401651





INDEPENDENT AUDITOR'S REPORT

To the members of **i3 Security Private Limited**
Report on the Audited Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **i3 Security Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

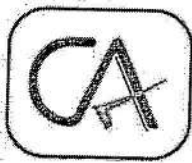
We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements 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 (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.





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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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

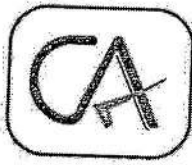
As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow 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 Ind AS 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 March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.





VENKATESH & CO
Chartered Accountants

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

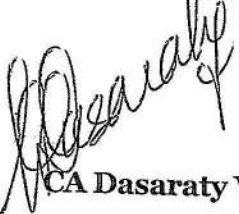
- i. The company does not have any pending litigations which would impact its financial position.
- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

for **Venkatesh & Co.,**

Chartered Accountants

F R No 004636S



CA Dasaraty V

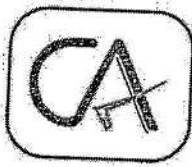
M No 026336

Partner

UPIN - 20026336AAAA-CD3763



Chennai., 04-Jun-2020



VENKATESH & CO
Chartered Accountants

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **i3 Security Private Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **i3 Security Private Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

Auditor's Responsibility

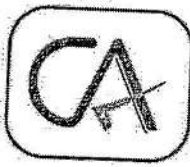
Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company.



SRM RANGA", New No.151, Mambalam High Road, T.Nagar, Chennai - 600 017.
Telefax : 2814 4763/64/65/66 Email : venkateshandco@gmail.com



VENKATESH & CO
Chartered Accountants

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Venkatesh & Co.,

Chartered Accountants

F R No 004636S

CA Dasaraty V

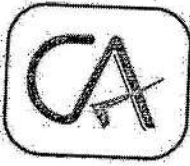
M No 026336

Partner

UDIN-20026336AAAA03753



Chennai., 04-Jun-2020

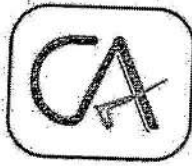


ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **i3 Security Private Limited** of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, all the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) As per information provided to us, there are no immovable properties held in the name of the company hence clause (c) is not applicable.
- ii. In our opinion and according to information provided to us, the inventories have been physically verified during the year by the Management and no material discrepancies were not noticed during the physical verification.
- iii. The Company has not granted loans to the parties covered in the register maintained under section 189 of the Companies act of 2013:
 - (a) In the light of above we do not comment on the interest or other conditions or security of loans.
 - (b) In the light of above we do not comment on the Payment of principal or interest.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, and other material statutory dues applicable to it with the appropriate authorities.
 - (b) According to the records of the Company and according to the information and explanations given to us, there are no dues of Income tax and Goods and Service Tax.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.





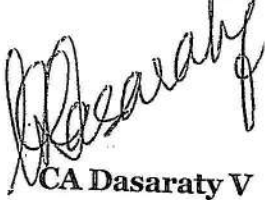
VENKATESH & CO
Chartered Accountants

- x. We had not noticed any fraud by the company or any fraud on the Company by its officers or employees to be reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards. The provisions of Section 177 are not applicable to the company.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for **Venkatesh & Co.,**

Chartered Accountants

F R No 004636S


CA Dasaraty V

M No 026336

Partner

UDIN - 20026336AAAACP
3753



Chennai., 04-Jun-2020

M/s. i3 SECURITY PRIVATE LIMITED
Balance Sheet as at 31/03/2020

#26 (Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI - 600 102

CIN: U74120TN2011PTC082965

Particulars	Notes	31-Mar-20	31-Mar-19
ASSETS			
A) Non - Current Assets			
a) Property Plant and Equipment	2.1	4,25,908	4,76,588
b) Goodwill		-	2,19,59,340
c) Financial Assets			
--- (i) Loans and Advances	2.2	-	1,03,500
d) Deferred tax assets	2.3	14,32,268	15,68,042
B) Current Assets			
a) Inventories		33,578	1,24,721
b) Financial Assets			
--- (i) Trade Receivables	2.4	5,36,93,943	5,71,37,389
--- (ii) Cash and cash Equivalents	2.5	3,50,74,944	1,92,25,381
--- (iii) Loans & Advances	2.6	11,76,700	10,17,700
c) Other Current Assets	2.7	1,24,68,712	88,84,630
Total Assets		10,43,06,053	11,04,97,291
EQUITY & LIABILITIES			
A) Equity			
a) Equity Share Capital	3.1	3,90,78,000	3,90,78,000
b) Other Equity	3.2	1,77,16,996	3,08,98,435
B) LIABILITIES			
Current Liabilities			
a) Financial Liabilities			
--- (i) Trade Payables	3.3	13,60,313	11,30,064
b) Other Current Liabilities	3.4	91,02,010	85,55,149
c) Provisions	3.5	3,70,48,734	3,08,35,643
Total Equity & Liabilities		10,43,06,053	11,04,97,291

The accompanying notes form an integral part of the financial statements (Note No. 1)
As per our report of even date attached

for Venkatesh & Co.,
Chartered Accountants
FR No 004636S

CA Dasarthy V
M No 026336
Partner

Chennai, 04-Jun-2020



For On Behalf of Board

(Signature)
M Moli Arasu
DIN: 05147610
Whole time Director

(Signature)
E N Rangaswami
DIN: 06463753
Director

M/s. i3 SECURITY PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31/03/2020

#26 (Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI - 600 102

CIN: U74120TN2011PTC082965

S.No.	Particulars	Notes	31-Mar-20	31-Mar-19
I	Revenue from Operations	4.1	22,50,73,814	28,98,40,770
II	Other Income	4.2	7,94,165	4,82,292
III	Total Income		22,58,67,979	29,03,23,062
IV	Expenses			
	Cost of Goods Sold		29,43,056	73,24,731
	Cost of services		13,33,754	9,60,84,314
	Employee Benefit Expense	5.1	19,48,54,433	15,80,50,577
	Finance Cost	5.2	11,174	16,150
	Depreciation and amortization expense	5.4	2,44,877	3,72,103
	Other expenses	5.3	1,62,08,451	1,67,01,775
	Total Expenses		21,55,95,745	27,85,49,650
V	Profit / (loss) before exceptional items and tax		1,02,72,234	1,17,73,412
VI	Exceptional Items		-	-
VII	Profit / (loss) before tax		1,02,72,234	1,17,73,412
VIII	Tax Expense:			
	(1) Current Tax		13,58,559	33,65,731
	(2) Deferred Tax		1,35,774	(4,09,564)
IX	Profit (Loss) for the period from continuing operations		87,77,901	88,17,245
X	Profit (Loss) for the period from discontinued operations			
XI	Profit (Loss) for the period		87,77,901	88,17,245
XII	Other Comprehensive Income		(2,19,59,340)	-
XIII	Earnings Per Share:			
	(1) Basic		2.25	2.26
	(2) Diluted		2.25	2.26

The accompanying notes form an integral part of the financial statements (Note No. 1)

As per our report of even date attached

for Venkatesh & Co.

Chartered Accountants

FR No 004636S

CA Dasarthy V

M No 026336

Partner



For On Behalf of Board

Mani Moli Arasu

DIN: 05147610

Whole time Director

E N Rangaswami

DIN: 06463753

Director

Chennai., 04-Jun-2020

I3 SECURITY PRIVATE LIMITED

#26(Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI- 600 102

CIN: U74120TN2011PTC082965

Cash Flow Statement for the year ended 31/03/2020

Particulars	31-Mar-20	31-Mar-19
Cash Flows From Operating Activities:-		
Net Profit before Taxation	1,02,72,234	1,17,73,412
Add:		
Depreciation & Amortisation Expenses	2,44,877	3,72,103
Less:		
Interest received	2,15,398	24,876
Dividend received	5,24,350	2,94,783
Merger adjustments	-	1,23,72,654
Cash Flow Before Working Capital changes:-	97,77,363	2,41,98,510
(Increase) / Decrease in Current Assets	(2,08,492)	(3,02,26,817)
Increase / (Decrease) in Current Liabilities	69,90,202	1,33,71,429
Less:		
Tax Paid / Provision	13,58,559	57,10,720
Net Cash Flow From Operating Activities	1,52,00,514	16,32,402
Cash Flow from Investing Activities:-		
Interest received	2,15,398	24,876
Dividend received	5,24,350	2,94,783
Purchase of Fixed Assets	(1,94,196)	(26,850)
(Increase) / Decrease in Non Current Assets	1,03,498	(1,03,500)
Increase / (Decrease) in Non Current Liabilities	-	-
Net Cash flow used in Investing Activities	6,49,050	1,89,309
Net Increase/(Decrease) in Cash and Cash Equivalents:-		
Opening Balance	1,92,25,381	1,74,03,670
Net Cash Flow during the year	1,58,49,564	18,21,711
(Closing Balance)	3,50,74,944	1,92,25,381

1. The cash flow statement has been prepared in accordance with the requirements of Indian Accounting Standards issued by the Institute of Chartered Accountants of India.
2. Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregating between cash flows.
3. Significant cash and cash equivalent balances held by the enterprise are available for use by the company.

for Venkatesh & Co.,
Chartered Accountants
F.R.No.004636S

CA Dasaraty V
M.No.026336
Partner

Chennai, 04-Jun-2020



For on Behalf of Board

Mani Moli Arasu
DIN: 05147610
Whole time Director

E N Rangaswami
DIN: 06463753
Director

i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

Note: 1

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements:

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

3. Inventories: (Ind AS 2)

Inventories are valued in accordance with the method of valuation prescribed by The Institute of Chartered Accountants of India at lower of cost or net realizable value.

4. Cash Flow Statement: (Ind AS 7)

Cash flows are reported using the indirect method, where by profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents



i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

5. Taxes on Income: (Ind AS 12)

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognize directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

6. Property Plant & Equipment: (Ind AS 16)

Property, plant and equipment are part of the fixed assets of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life under residual value method. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

7. Revenue recognition: (Ind AS 18)

Sale of Services:

Revenue from security services recognized as per agreements entered on accrual basis. Revenue from any other services has been accounted on accrual basis.

Sale of Products:

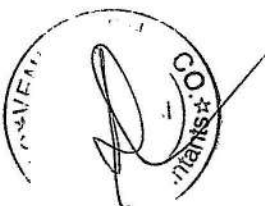
Revenue from sale of products recognized as and when the products are delivered to the customer.

Other Income:

Other income is comprised primarily of interest income, dividend income. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

Expenditure:

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities



i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

8. Employee Benefits: (Ind AS 19)

a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

The entity is operating through i3 Employees Group Gratuity fund for all payments related to gratuity and the trust accounts are being audited on regular basis.

(i) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances of i3 Employees Group Gratuity fund policy with LIC is as follows:

Particulars		As at 31 Mar 2020	As at 31 Mar 2019
1	Present value of obligation at the beginning of the year	74,99,712	47,20,991
2	Interest cost	5,62,478	3,54,074
3	Current service cost	31,62,004	20,68,698
4	Benefits paid	(6,73,106)	(4,52,116)
5	Actuarial (gain) / loss on obligation	3,25,282	8,08,065
6	Present value of obligation at the end of year	1,08,76,370	74,99,712

(ii) The changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars		As at 31-Mar-2020	As at 31 Mar 2019
1	Fair value of plan assets at the beginning of the year	1,31,22,689	1,01,31,788
2	Expected return on plan assets	7,04,002	8,73,767
3	Contributions	0	25,69,250
4	Benefits paid	(6,73,106)	(4,52,116)
5	Actuarial gain / (loss) on plan assets	NIL	NIL
6	Fair value of plan assets at the end of year	1,31,53,586	1,32,22,689



i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

9. Effect of changes in foreign exchange rates (Ind AS 21)

- a) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction.
- b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

Nature of payment	Amount in foreign currency	Exchange rate as on transaction date	Amount paid in Indian Currency	Loss on Foreign exchange (Recognized in P&L a/c)
Subscription Fee	955 USD	72.66	68,531	859

10. Impairment of Assets: (Ind AS 36)

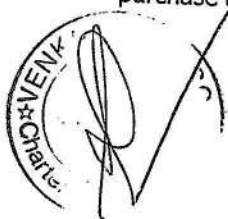
Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

On a reassessment of cash flows from the merged entities, the Goodwill has been impaired and a sum of Rs. 2,19,59,340 /- has been written off to FVOCI during the financial year.

11. Financial Instruments: (Ind AS 107)

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.



i3 SECURITY PRIVATE LIMITED
 #14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102
 CIN: U74120TN2011PTC082965

12. Segment Reporting (Ind AS 108)

The company is operating in three different type of segments and the risk and reward differs from segment to segment. The summary of segment wise revenue and expenditure is tabulated below:

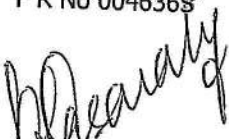
Particulars	Security Services	Electronic Intelligence	Housekeeping & Manpower Supply	Total
Revenue from operations	20,93,42,287	67,78,168	97,47,524	22,58,67,979
Identifiable operating expenses	18,29,09,809	75,04,326	87,17,108	19,91,31,243
Allocated expenses	1,40,17,946	21,55,387	46,292	1,62,19,625
Segment operating income – PBDT	1,24,14,532	(28,81,545)	9,84,124	1,05,17,111
Depreciation	2,09,437	35,440	-	2,44,877
PBT	1,22,05,095	(29,16,985)	9,84,124	1,02,72,234

Client Individually accounted for more than 10% of Turnover during the year

Name of the Party	Security Services	Electronic Intelligence	Housekeeping & Manpower Supply	Total
Greenstar Fertilizers Limited	2,60,40,085	-	-	2,60,40,085

for **Venkatesh & Co.,**
 Chartered Accountants

F R No 0046368



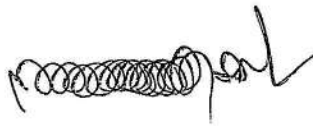
CA Dasaraty V

M No 026336

Partner



For On Behalf of Board



Mani Moli Arasu
 DIN: 05147610
 Whole Time Director



E N Rangaswami
 DIN: 06463753
 Director

Chennai., 04-Jun-2020

i3 SECURITY PRIVATE LIMITED
Notes on accounts _ ASSETS

#26(Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI- 600 102

CIN: U74120TN2011PTC082965

2.2) Loans and Advances

Particulars	31-Mar-20	31-Mar-19
Rent - Security Deposit	-	1,03,500
Total	-	1,03,500

2.4) Trade Receivables

Particulars	31-Mar-20	31-Mar-19
<u>Unsecured Considered Good:</u>		
Receivables outstanding for less than 6 months	4,82,91,169	5,67,68,529
Receivables outstanding for more than 6 months	54,02,774	3,68,860
Total	5,36,93,943	5,71,37,389

2.5) Cash and cash equivalents

Particulars	31-Mar-20	31-Mar-19
Cash In Hand	75,728	61,439
Balances with Banks	3,49,99,216	1,91,63,942
Total	3,50,74,944	1,92,25,381

2.6) Loans & Advances

Particulars	31-Mar-20	31-Mar-19
Rent Deposit	9,66,700	8,37,700
ESS Division	-	-
NSC Certificate	1,15,000	1,15,000
Staff Advance	40,000	20,000
Advance for Guards Accomadation And Facility	55,000	45,000
Total	11,76,700	10,17,700

2.7) Other Current Assets

Particulars	31-Mar-20	31-Mar-19
GST Credit Receivable	3,09,274	3,80,043
Income Tax Advance and TDS Receivables	1,17,91,066	83,26,476
Other Advance	1,00,000	1,00,000
i3 Security Private Limited - ESS Division	-	-
i3 Security Private Limited - Guarding Division	-	-
Salary Advance	20,909	19,000
Interest accrued but not due	11,739	-
EMD	42,000	42,000
Prepaid expense	7,500	7,500
Travel Advance	-	9,000
Advance paid to Suppliers	1,86,224	611
Total	1,24,68,712	88,84,630



i3 SECURITY PRIVATE LIMITED
Notes on accounts _ EQUITY & LIABILITIES

#26(Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI- 600 102

CIN: U74120TN2011PTC082965

3.1) Share Capital				
Particulars	31-Mar-20		31-Mar-19	
Authorised Capital				
46,00,000 (Previous Year 46,00,000) Equity Shares of Rs.10/- each	4,60,00,000		4,60,00,000	
Total	4,60,00,000		4,60,00,000	
Issued, Subscribed & Paid-up Capital				
39,07,800 (Previous Year 39,07,800) Equity Shares of Rs.10/- each fully paid up	3,90,78,000		3,90,78,000	
Total	3,90,78,000		3,90,78,000	
Number of Equity Shares at the beginning and end of the reporting year				
Particulars	31-Mar-20		31-Mar-19	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	39,07,800	3,90,78,000	8,52,000	85,20,000
Shares cancelled as per the Scheme of Merger	-	-	(8,52,000)	(85,20,000)
Shares Issued during the year*	-	-	39,07,800	3,90,78,000
Shares outstanding at the close of the year	39,07,800	3,90,78,000	39,07,800	3,90,78,000
* The shares are to be Issued as per the scheme of merger approved by NCLT w.e.f 06/05/2019 with appointed date being 01/04/2018.				
Details of Shareholders holding more than 5% shares in the company				
Name of Shareholder	31-Mar-20		31-Mar-19	
	No. of shares	% of Holding	No. of shares	% of Holding
Mercantile Ventures Private Limited	39,07,800	100.00%	39,07,800	100.00%
3.2) (a) Other Equity				
Particulars	Reserves and Surplus		Other Comprehensive Income - P/(L)	Total as on 31/03/2020
	Share Premium A/C	Retained Earnings		
Balance at the Beginning of the Reporting Period	2,27,000	3,06,71,435	-	3,08,98,435
Additions during the period	-	87,77,901	(2,19,59,340)	(1,31,81,439)
Total Comprehensive Income for the year	-	-	-	-
Dividends	-	-	-	-
Transfer to General Reserve	-	-	-	-
Premium on Equity Shares Issued during the year	-	-	-	-
Balance at the End of the Current Reporting Period	2,27,000	3,94,49,336	(2,19,59,340)	1,77,16,996
3.2) (b) Other Equity				
Particulars	Reserves and Surplus		Other Comprehensive Income - P/(L)	Total as on 31/03/2019
	Share Premium A/C	Retained Earnings		
Balance at the Beginning of the Reporting Period	2,27,000	2,18,54,190	-	2,20,81,190
Additions during the period	-	88,17,245	-	88,17,245
Total Comprehensive Income for the year	-	-	-	-
Dividends	-	-	-	-
Transfer to General Reserve	-	-	-	-
Premium on Equity Shares Issued during the year	-	-	-	-
Balance at the End of the Previous Reporting Period	2,27,000	3,06,71,435	-	3,08,98,435
3.4) Other Current Liabilities				
Particulars	31-Mar-20		31-Mar-19	
Advance from customers	17,041		979	
Statutory Dues	71,06,968		68,08,742	
Audit Fee Payable	2,25,000		2,47,500	
Other Liabilities	17,53,001		14,97,927	
Total	91,02,010		85,55,149	
3.5) Provisions				
Particulars	31-Mar-20		31-Mar-19	
Provision for Employee Benefits	3,07,30,987		2,74,69,912	
Provision for Tax	63,17,747		33,65,731	
Total	3,70,48,734		3,08,35,643	



I3 SECURITY PRIVATE LIMITED
Notes on accounts _ PROFIT & LOSS

#26(Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

4.1) Revenue from operations

Particulars	31-Mar-20	31-Mar-19
Sale of Services	22,08,40,272	28,22,37,033
Sale of Products	42,33,542	76,03,737
Total	22,50,73,814	28,98,40,770

4.2) Other Income

Particulars	31-Mar-20	31-Mar-19
Interest Receipts	18,653	24,876
Interest on Refund of Income Tax	1,96,745	-
Dividend	5,24,350	2,94,783
Sundry Income	54,417	1,62,633
Total	7,94,165	4,82,292

5.1) Employee Benefits

Particulars	31-Mar-20	31-Mar-19
Salary & Allowance	15,67,93,335	13,61,42,034
Contribution to Provident Fund and other funds	1,82,18,936	1,60,43,018
Staff Welf. Expenses	10,72,761	3,66,542
Food Expenses	4,73,406	-
Other Allowances Paid	1,82,95,995	54,98,983
Total	19,48,54,433	15,80,50,577

5.2) Finance Costs

Particulars	31-Mar-20	31-Mar-19
Bank Charges	11,174	16,150
Total	11,174	16,150



5.3) Other Expenses		
Particulars	31-Mar-20	31-Mar-19
Auditors Remuneration	3,75,000	3,75,000
Bad Debts	62,274	-
Director Remuneration	41,21,420	70,21,420
Electricity Charges & Fuel	81,582	87,004
Loss on Exchange Fluctuation	859	-
Printing and Stationary	1,68,436	1,30,529
Professional Charges	60,01,197	46,77,500
Rates and taxes	52,764	2,06,120
Rent	15,58,945	16,89,670
Repairs & Maintenance	9,06,792	3,38,848
Telephone expenses	1,97,710	1,70,555
Travelling expenses	14,55,367	10,68,834
Miscellaneous Expenditure	12,26,105	9,36,295
Total	1,62,08,451	1,67,01,775
5.4) Depreciation And Amortisation Expenses		
Particulars	31-Mar-20	31-Mar-19
Depreciation	2,44,877	3,72,103
Total	2,44,877	3,72,103



i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102
CIN: U74120TN2011PTC082965

Note: 6 Related party transaction disclosure: (Ind AS 24)

Relationship Chart – April 1, 2019 to March 31, 2020

S No	Name of the Related Party	Relationship
1	Mercantile Ventures Ltd	Holding Company
2	Mani Moli Arasu	Key Management Personnel

Related Party transactions for the period April 1, 2019 to March 31, 2020

Type of Service	Relation	Mercantile Ventures Limited	Amount
Security Services	Ultimate Holding Company	35,89,158/- (9,440/-)	-
Director Remuneration	Key Management Personnel	-	41,21,420/- (70,21,420/-)



i3 SECURITY PRIVATE LIMITED
#14, 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

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Note: 7 Earnings Per Share and Diluted Earnings Per Share: (Ind AS 33)

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share

Amount in Rs.

Particulars	2019-20	2018-19
Opening No. of Shares	39,07,800	8,52,000
Shares Cancelled	-	(8,52,000)
New issue of Shares*	-	39,07,800
Total No. of shares	39,07,800	39,07,800
Weighted Average No. of Shares	-	-
Profit After Tax	87,77,901	88,17,245
Earnings Per Shares	2.25	2.26
Diluted Earnings per Share	2.25	2.26

* New issue of shares is as per the Merger order received from NCLT with the appointed date being 01/04/2018 and the shares are allotted.



I3 SECURITY PRIVATE LIMITED

#26 (Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI - 600 102

CIN: U74120TN2011PTC082965

Note annexed to and forming part of Balance Sheet for the year ended 31/03/2020

2.0) Fixed Assets

S No	Particulars	Gross Block				Depreciation				Net Block		
		As on 01.04.2019	Additions	Deletion	As on 31.03.2020	As on 01.04.2019	%	For the period 2019-20	Deletions	As on 31.03.2020	As on 31.03.2020	As on 31.03.2019
1	Furniture and Fittings	4,04,093	9,600	-	4,13,693	2,77,160	25.89%	34,601	-	3,11,762	1,01,931	1,26,933
2	Office Equipments	10,07,150	14,915	-	10,22,065	7,17,253	45.07%	1,35,230	-	8,52,483	1,69,582	2,89,897
3	Computer & Peripherals	7,91,271	1,69,681	-	9,60,952	7,31,512	63.16%	75,046	-	8,06,557	1,54,395	59,758
Total		22,02,514	1,94,196	-	23,96,710	17,25,925		2,44,877	-	19,70,802	4,25,908	4,76,588



I3 SECURITY PRIVATE LIMITED

#26(Old 14), 5TH CROSS STREET, R.V.NAGAR, ANNA NAGAR EAST, CHENNAI-600102

CIN: U74120TN2011PTC082965

Depreciation as per Income Tax Act, 1961

Particulars	Amount in Rs							
	As On 01.04.2019	Additions		Deletions	As on 31.03.2020	Depreciation		As on 31.03.2020
		More than 180 days	Less than 180 days			Rate	Amount	
Block - I (15%)								
Plant & Machinery	1,14,406	-	-	-	1,14,406	15%	17,161	97,245
Office Equipments	5,78,104	14,915	-	-	5,93,019	15%	88,953	5,04,066
Block - II (10%)								
Furniture & Fittings	1,93,561	9,600	-	-	2,03,161	10%	20,316	1,82,845
Block - III (40%)								
Computer	99,237	69,471	1,00,210	-	2,68,918	40%	87,525	1,81,393
Total	9,85,308	93,986	1,00,210	-	11,79,504		2,13,955	9,65,549



Accountant



Independent Auditor's Report

To
The Partners of **M/s. CHITARANJAN DEVELOPERS LLP**

Opinion

We have audited the financial statements of CHITARANJAN DEVELOPERS LLP (the entity), which comprise the balance sheet at March 31st 2020, and the profit and loss account for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the entity as at March 31, 2020, and of its financial performance for the year then ended in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified by Institute of Chartered Accountants of India (ICAI). 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 (ICAI) together and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view of the financial position, financial performance and cash flows in accordance with the accounting standards issued by Institute of Chartered Accountants of India (ICAI) and generally accepted accounting principles in India. This responsibility also includes maintenance of adequate accounting records 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.

In preparing the financial statements, management is responsible for assessing the entity'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 entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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 standalone 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 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.

Other Matter:

This report is intended solely for the information of the LLP and its ultimate Partners and is not intended to be and should not be used by anyone other than specified parties. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the LLP, for our audit work, for this report, or for the opinions we have formed.

For Venkatesh & Co
Chartered Accountants
FRN 004636S

CA. V. DASARATY
M. No. 026336
Partner

Place: Chennai
Date: 12/06/2020
UDIN:20026336AAAACM1170



CHITARANJAN DEVELOPERS LLP
No.88, Mount Road, Guindy, Chennai - 600032
STATEMENT OF ASSETS & LIABILITIES AS AT 31ST MARCH 2020

(In Rupees)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
NOTES TO THE ACCOUNTS	1		
ASSETS			
Balance At Bank		3,37,433	1,07,770
Cash In Hand		3,588	3,548
Office Rental Deposit		-	15,000
Loans and advances	2	7,60,87,754	1,03,59,000
TDS Receivable		1,91,088	1,90,433
Investments	3	2,05,00,000	2,05,00,000
Total Assets		9,71,19,863	3,11,75,751
LIABILITIES			
Contribution	4	3,00,00,000	3,00,00,000
Reserves & Surplus	5	-	(1,11,38,328)
Unsecured Loan	6	35,28,678	1,22,91,579
Other Current Liabilities	7	6,35,26,297	-
Other Payables	8	64,888	22,500
Total Liabilities		9,71,19,863	3,11,75,751

Schedules referred to above and attached notes form integral part of these financial Statements

For Venkatesh & Co
Chartered Accountants
FRN 004636S

For M/s.CHITARANJAN DEVELOPERS LLP

CA. Dasaraty.V
M. No. 026336
Partner

Authorised Representative of Mercantile Ventures Limited
Partner
E N Rangaswami
DIN: 06463753

Place: Chennai
Date: 12-June-2020

Ramanuja Narayansamy
DESIGNATED PARTNER
DPIN : 02732383

CHITARANJAN DEVELOPERS LLP
No.88, Mount Road, Guindy, Chennai - 600032
Statement of Income & Expenditure for the year ended 31st March 2020

(In Rupees)

S. No.	Particulars	Note No.	Year Ended 31 March 2020	Year Ended 31 March 2019
	<u>INCOME</u>			
I	Direct Income	9	7,60,59,076	-
II	Other Income	10	9,65,655	9,53,719
	Total Revenue (I +II)		7,70,24,731	9,53,719
	<u>Expenses:</u>			
III	Administrative Expenses	11	11,65,340	11,86,175
IV	Interest Expenses		11,94,766	24,21,052
	Total Expenses (III+IV)		23,60,106	36,07,227
V	Profit before tax		7,46,64,625	(26,53,508)
	Current Tax		-	-
VI	Profit After Taxes		7,46,64,625	(26,53,508)
	Profit Transferred to Partner's Account			
	Mercantile Ventures Limited		7,31,71,333	-
	Rajagopal Venkatasubramaniam		7,46,646	-
	Ramanuja Narayanasamy		7,46,646	-
	Profit Transferred to Reserves & Surplus		-	(26,53,508)
			7,46,64,625	(26,53,508)

Schedules referred to above and attached notes form integral part of these financial Statements

For Venkatesh & Co
Chartered Accountants
FRN 004636S

For M/s.CHITARANJAN DEVELOPERS LLP

CA. V. Dasaraty
M. No. 026336
Partner

Authorised Representative of Mercantile Ventures Limited
DESIGNATED PARTNER
E N Rangaswami
DIN: 06463753

Place : Chennai
Date : 12-June-2020

RAMANUJA NARAYANASAMY
DESIGNATED PARTNER
DPIN : 02732383

CHITARANJAN DEVELOPERS LLP
88, Mount Road, Guindy, Chennai – 600032
LLPIN:- AAE-2671

NOTE :-1

ACCOUNTING POLICIES

APPLICABLE ACCOUNTING STANDARDS

1. Disclosure of Accounting Policies (AS -1)

The financial statements are prepared under Historical cost convention. Revenues are recognized and expenses are accounted on their accrual with necessary provision for all know liabilities and Losses

2. Revenue Recognition (AS -9)

Considering the transfer of risk and rewards income has been recognized on accrual basis. Interest income has been recognized based on the accrual basis.

3. Investment (AS -13)

Investments are valued at cost or market value whichever is lower.

4. Provisions, Contingent Liabilities and Contingent Assets (AS-29)

Due provisions for liabilities identified beyond contingent nature have been made. No contingent asset was recognized. Contingent liabilities, if applicable, requiring disclosures have been presented suitably.

Note:- 12

Auditors Remuneration :-

(In Rupees)		
Particulars	2019-20	2018-19
Audit Fees	25,000	25,000

Note – 13

Claims against the LLP not acknowledged as debts – NIL

For Venkatesh & Co.,
Chartered Accountants
F.R.No.004636S

For M/s. Chitaranjan Developers LLP

CA Dasaraty V
Partner
M.No.026336

Authorised representative of
Mercantile Ventures Limited
E N Rangaswami
Designated Partner
DIN : 06463753

Ramanuja Narayanasamy

Designated Partner
DPIN : 02732383

Place : Chennai
Date : 12-June-2020

CHITARANJAN DEVELOPERS LLP

No.88, Mount Road, Guindy, Chennai - 600032

Notes Forming Integral Part of the Balance Sheet as at 31st March 2020

Notes to Balance sheet

Note : 2 Loans & Advances

(In Rupees)

Particulars	As at 31 March 2020	As at 31 March 2019
Cenotaph Developers - Current Account	7,60,87,754	95,00,000
Accrued Interest	-	8,55,000
Salary Advance	-	4,000
Total	7,60,87,754	1,03,59,000

Note : 3 Investments

Cenotaph Developers LLP - Capital Account	5,00,000	5,00,000
Dynamic Global Trading Corporation	2,00,00,000	2,00,00,000
Total	2,05,00,000	2,05,00,000

Note : 4 Contribution

Designated Partners		
Mr. Narayana Swamy	3,00,000	3,00,000
Mr. Rajagopal	3,00,000	3,00,000
Ms.Mercantile Ventures Limited	2,94,00,000	2,94,00,000
Total	3,00,00,000	3,00,00,000

Note : 5 Reserves and surplus

Opening	(1,11,38,328)	(84,84,820)
Add: Current period transferred	-	(26,53,508)
	(1,11,38,328)	(1,11,38,328)
Less: Appropriate to partners account		
Mercantile Ventures Limited	1,04,000	-
Rajagopal Venkatasubramaniam	55,17,164	-
Ramanuja Narayanasamy	55,17,164	-
Closing Balance	-	(1,11,38,328)

Note : 6 Unsecured Loan

Mercantile Ventures Limited	35,28,678	1,22,91,579
Total	35,28,678	1,22,91,579

Note : 7 Other Currnet liabilities

Partner's Currnet Account:		
Mercantile Ventures Limited	7,30,67,333	-
Rajagopal Venkatasubramaniam	(47,70,518)	-
Ramanuja Narayanasamy	(47,70,518)	-
Total	6,35,26,297	-

Note : 8 Other Payable

Audit Fees payable	22,500	22,500
Duties & Taxes	42,388	-
Total	64,888	22,500

CHITARANJAN DEVELOPERS LLP
88, Mount Road, Guindy, Chennai 600 032

Notes to Profit and Loss account

Note : 9 Direct Income

(In Rupees)

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Share of profit from CENOTAPH Developers LLP	7,60,59,076	-
Total	7,60,59,076	-

Note : 10 Other Income

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Interest Income	9,65,655	9,50,000
Interest on Income tax refund	-	3,719
Total	9,65,655	9,53,719

Note : 11 Administrative Expenses

Professional Charges	99,500	96,000
Salaries	10,00,000	10,00,000
Office Rent	15,000	15,000
Rates & Taxes	4,770	21,510
Audit Fees	25,000	25,000
Filing Fees	2,062	7,305
Postage & Telegram	-	255
Travelling & Conveyance	16,800	12,900
Bank Charges	708	709
General Expenses	1,500	7,136
Miscellaneous Expenses	-	360
Total	11,65,340	11,86,175

INDIA RADIATORS LIMITED

70TH ANNUAL REPORT
FOR THE YEAR ENDED 31 MARCH 2020

BOARD OF DIRECTORS

T Govindarajan	Director (DIN: 02603986)
B Narendran	Director (DIN: 01159394)
E N Rangaswami	Director (DIN: 06463753)
Rita Chandrasekar	Director (DIN: 03013549)
K Nadanasundaram (upto 12-06-2020)	Whole-time Director (DIN: 02135505)

AUDIT COMMITTEE

Rita Chandrasekar	Chair person
T Govindarajan	Member
B Narendran	Member
E N Rangaswami	Member

CHIEF FINANCIAL OFFICER

R Subbaraya Davey

COMPANY SECRETARY & COMPLIANCE OFFICER

L Nirmala

AUDITORS

Venkatesh & Co.,
Chartered Accountants
151, Mambalam High Road,
T. Nagar, Chennai-600 017

BANKER

ICICI Bank Nungambakkam
Branch. Chennai - 600034

REGISTERED OFFICE

No.88, Mount Road, Guindy,
Chennai - 600 032
www.indiaradiators.com

ADMINISTRATIVE OFFICE

No.88, Mount Road, Guindy,
Chennai - 600 032

FACTORY

6, Ambattur Road, Puzhal,
Chennai – 600 066

PIPDIC Industrial Estate, Sedarpet,
Pondicherry – 605 111

REGISTRAR & SHARE TRANSFER AGENT

M/s.Cameo Corporate Services Limited
Unit: India Radiators Limited
No.1, Club House Road,
Subramanian Building, 5th Floor,
Chennai - 600 002

Note: The Company has been allotted the ISIN INE461Y01016 by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). Members are requested to dematerialize shares held in physical form.

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INDIA RADIATORS LIMITED

CIN L27209TN1949PLC000963

Registered Office: No.88, Mount Road, Guindy, Chennai-600032

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting of INDIA RADIATORS LIMITED will be held on Monday, 28 September 2020 at 03.00 PM through video conferencing to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2020 and the Reports of Directors and Auditors thereon.

"RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the audited financial statements of the Company, together with the reports of the directors and the Auditors thereon and the report of the secretarial Auditor as circulated to the members and presented to the meeting be and are hereby considered and adopted".

2. To appoint a Director in place of Mr. E. N. Rangaswami (DIN: **06463753**), who retires at this meeting and being eligible, offers himself for re-appointment by passing the following as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Section 152 and other applicable provisions, if any of the Companies Act 2013, Mr. E. N. Rangaswami (DIN: **06463753**) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

3. To ratify the appointment of Mr. K. Nadasundaram (DIN: **02135505**), as a Whole Time Director upto 12 June, 2020

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution**:

RESOLVED THAT pursuant to Sections 196 and 197 read in conjunction with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to ratify the reappointment of Mr. K. Nadasundaram (DIN: 02135505) as Whole-time Director of the Company for the period from 13 November 2019 to 12 June 2020 on a remuneration of INR 25,000 per month, notwithstanding that he has attained the age of 70 years.

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

4. To approve the appointment of Mr. E. N. Rangaswami as Whole Time Director.

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

"RESOLVED THAT pursuant to Sections 196 and 197 read in conjunction with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent and approval for the appointment of Mr. E. N. Rangaswami (DIN: 06463753) as Whole-time Director of the Company liable to retire by rotation for a period of three years with effect from 06 August, 2020

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

5. To approve the related party transactions of the company.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations and other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into certain transactions with Mercantile Ventures Limited, holding company on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To approve the related party transactions of the company.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations and other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into certain transactions with one of its promoters Riviera Capital Consulting And Research Private Limited on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. To approve the related party transactions of the company.

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations and other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into certain transactions with i3 Security Private Ltd, Subsidiary of the holding company Mercantile Ventures Limited on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board
For **India Radiators Limited**

E N Rangaswami
Director
(DIN: 06463753)

Place : Chennai

Date : 6th August, 2020

Notes:

1. Explanatory statement as required under section 102(1) of the companies act, 2013 is annexed setting out the details relating to the ordinary and special business of the meeting.
2. The Register of Members and the Transfer Books will remain closed from 19 September, 2020 to 28 September, 2020 both days inclusive.
3. The Company has appointed Mr. R Kannan, Practising Company Secretary as the scrutinizer for E-voting.
4. The shareholding of the Members will be reckoned as on the date of 18 September 2020 for the purpose of E-voting.
5. As per SEBI directive, submission of self-attested PAN copy of transferee/ legal heir including joint holders, if any is mandatory for registration of transmission/transposition of shares. Hence the respective legal heir including joint holders are requested to attach their self-attested PAN copy to Company/RTA while lodging the documents for registration
6. Members those who hold share(s) in physical form are requested to notify immediately any change in their address to the Company/ RTA.
7. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except on holidays, up to the date of the AGM
8. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.indiaradiators.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
14. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO 3.**

Mr. K Nadasundaram (DIN: 02135505), was appointed as a Whole Time Director (WTD) of the company for a period of one year from 13 November 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, subject to approval of the Members. Due to the untimely demise of Mr. Nadasundaram, his term of appointment ended on 12 June, 2020. His re-appointment for the period from 13 November 2019 to 12 June 2020 needs to be approved by a special resolution passed by the members of the Company, as he has attained the age of 70 years.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

General Information:															
(1).	Nature of industry	Automobile parts													
(2).	Date or expected date of commencement of commercial production	The company was incorporated on 05/01/1949 and commenced its operation.													
(3).	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable													
(4).	Financial performance based on given indicators	<div>Amount in Rupees</div> <table><tr><th>F.Year</th><th>Revenue from Operation</th><th>Profit after Tax</th></tr><tr><td>2016-17</td><td>3,61,900</td><td>(41,57,988)</td></tr><tr><td>2017-18</td><td>2,47,072</td><td>(92,98,212)</td></tr><tr><td>2018-19</td><td>1,47,797</td><td>(2,52,29,782)</td></tr></table>		F.Year	Revenue from Operation	Profit after Tax	2016-17	3,61,900	(41,57,988)	2017-18	2,47,072	(92,98,212)	2018-19	1,47,797	(2,52,29,782)
F.Year	Revenue from Operation	Profit after Tax													
2016-17	3,61,900	(41,57,988)													
2017-18	2,47,072	(92,98,212)													
2018-19	1,47,797	(2,52,29,782)													
(5).	Export performance and net foreign Exchange collaborations.	None.													
(6).	Foreign investments or collaborators, if any.	Nil													
II. Information about the appointee:															
	Name of the Director	Mr. K. Nadasundaram													
(1).	Background details.	Engineering Graduate (Mechanical) with over 40 years of vast experience in the field of Factory Management, Industrial Engineering and Business Administration.													
(2).	Past remuneration.	Rs. 3 Lakhs per annum.													
(3).	Recognition or awards.	None													
(4).	Job profile and his suitability.	<p>The WTD shall perform his duties as such with regard to all work of the Company shall and manage and attend to such business and carry out the directions given by the Board from time to time in all respects and comply with all such directions and regulations as may from time to time be given and made by the Board under the overall supervision of the Board of Directors.</p> <p>The WTD shall adhere to the Company's Code of business Conduct and Ethics for Directors and Management personnel</p>													
(6).	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Company has no operations. Secondary data on managerial remuneration for equivalent positions is not readily available However considering current state of competition across the industry, the remuneration offered to the whole time director is in line with the responsibilities shouldered.													

(7).	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Nil
III. Other information:		
(1).	Reasons of loss or inadequate profits	The Company is presently carrying out only limited job work at Pondicherry unit and has no operations currently at Chennai, hence the Company has reported a loss.
(2).	Steps taken or proposed to be taken for improvement	The Company has to settle the labour dues before reviving the operations. Discussions with the labour union are being held to settle the labour dues at the earliest.
(3).	Expected increase in productivity and profits in measurable terms.	These details can be given only after revival of the operations.
IV. Disclosures – Provided under head Corporate Governance in Board of Directors' report		
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;		Directorships in the following companies: NIL
Shareholding of non-executive directors.		650 shares held by Mr. T. Govindarajan

Disclosure of Interest:

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution.

The Board recommends the aforesaid resolution for the approval of the members by way of a Special Resolution.

ITEM NO. 4

The board of directors recommends to the shareholders the appointment of Mr. E N Rangaswami as Whole-Time Director of the Company with effect from 06 August, 2020.

Information about the appointee:	
Name of the Director	Mr. E N Rangaswami
Background details.	Chartered Accountant with over 40 years of vast experience in corporate sector
Job profile and his suitability.	The WTD will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the directions given by the Board from time to time in all respects and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall supervision of the Board of Directors. The WTD shall adhere to the Company's Code of businessness Conduct and Ethics for Directors and Management Personnel.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any.	Nil
IV. Disclosures – Provided under head Corporate Governance in Board of Directors' report	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Directorships in the following companies: Mercantile Ventures Limited (Holding Company) – Whole-Time Director Membership in Committees: Stakeholders Relationship Committee Risk Management Committee Corporate Social Responsibility Committee
Shareholding of non-executive directors.	650 shares held by Mr. T. Govindarajan

Disclosure of interest:

None of the Directors / Key Managerial personnel of your company is concerned or interested in this resolution except Mr. E. N. Rangaswami. The Board recommends the aforesaid resolution for the approval of the members by way of an ordinary resolution.

ITEM NO. 5

Mercantile ventures Limited is entitled to 92.21% of voting rights of the Company due to non-payment of dividend on preference shares for more than two years. Consequently, the transactions entered into with the holding company requires approval of shareholders for which the details are shared below.

(a) The name of the related party and nature of relationship; -	Mercantile Ventures Limited holding 92.21% of voting rights. (Holding Company)	
(b) The nature, duration of the contract and particulars of the contract or arrangement; -	To borrow money by way of loans, advances or inter corporate deposits from Mercantile Ventures Limited. Duration: 12 months subject to review from time to time.	
(c) The material terms of the contract or arrangement including the value, if any; -	Material terms of the contract shall be based on the business requirements which cannot be decided upfront.	
(d) Any advance paid or received for the contract or arrangement, if any	(Rs. In Lakhs)	
	Advances	0.13
	Loans	-
	ICD	675.00
	Total	675.13
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; -	At arm's length pricing arrangement	
(f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and -	Yes.	
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil	

Disclosure of Interest:

None of the Directors/Key Managerial Personnel of the Company is concerned or interested in this resolution other than Mr. E. N. Rangaswami.

The Board recommends the aforesaid resolution for the approval of the members by way of an Ordinary Resolution.

ITEM NO. 6

The company has proposed to sell the assets of the Company located in Pondicherry to one of its promoters and the transaction requires approval of shareholders for which the details are shared below.

(a) The name of the related party and nature of relationship; -	Riviera Capital Consulting And Research Private Ltd. – Promoter
(b) The nature, duration of the contract and particulars of the contract or arrangement; -	Nature of Contract – Sale of assets in Pondicherry comprising of leasehold land, Buildings & Machineries
(c) The material terms of the contract or arrangement including the value, if any; -	Sale consideration is INR 95 lakhs
(d) Any advance paid or received for the contract or arrangement, if any	INR 95 lakhs
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; -	valuation report from a registered valuer

(f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and -	Yes.
(g) Any other information relevant or important to take a decision on the proposed transaction.	The sale of assets is subject to the approval of Pondicherry Investment Promotion Development Industrial Corporation (PIPDIC) and other statutory authorities, as may be necessary.

Disclosure of Interest:

None of the Directors/Key Managerial Personnel of your Company is concerned or interested in this resolution.

The Board recommends the aforesaid resolution for the approval of the members by way of an Ordinary Resolution.

ITEM NO. 7

The transactions entered into with i3 Security Private Limited, Subsidiary of the Same holding company Mercantile ventures Limited requires approval of shareholders for which the details are shared below.

(a) The name of the related party and nature of relationship; -	i3 Security Private Limited – Subsidiary of the same holding company Mercantile Ventures Limited
(b) The nature, duration of the contract and particulars of the contract or arrangement; -	Availing the following services of i3 security private limited. (a) Security and other allied services (b) Manpower services. Duration: 12 months subject to review from time to time.
(c) The material terms of the contract or arrangement including the value, if any; -	Maximum value of INR 1 Crore per transaction
(d) Any advance paid or received for the contract or arrangement, if any	NIL
(e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; -	At arm's length pricing arrangement
(f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and -	Yes.
(g) Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil

Disclosure of Interest:

None of the Directors/Key Managerial Personnel of the Company is concerned or interested in this resolution.

The Board recommends the aforesaid resolution for the approval of the members by way of an Ordinary Resolution.

By Order of the Board
For **India Radiators Limited**

Place : Chennai

Date : 6th August, 2020

E N Rangaswami
Director
(DIN: 06463753)

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 25 September 2020 and ends on 27 September 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18 September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@indiaradiators.com / cameo@cameoindia.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@indiaradiators.com / cameo@cameoindia.com
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@indiaradiators.com These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote

at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address cs@indiaradiators.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

REPORT OF BOARD OF DIRECTORS

Your Directors are pleased to present the Annual Report and the Audited Financial Statements of the Company for the year ended 31 March 2020.

1. REVIEW OF OPERATIONS

The financial results for the year ended 31 March 2020 have been prepared in accordance with Indian Accounting Standards.

During the financial year ended 31 March 2020 the company has reported a profit of 195.07 lakhs as against a loss of Rs. 252.30 lakhs in the previous year.

2. FINANCIAL RESULTS

(In Rupees)

Description	2019-20	2018-19
Income from Operations	68,239	1,47,797
Other Income	1,95,75,652	7,72,519
Profit/(Loss) Before Depreciation	53,17,064	(1,22,41,253)
Depreciation	3,06,144	3,06,159
Net Profit/(Loss) before Provision for Tax	50,10,920	(1,25,47,412)
Deferred Tax (net)	(1,44,95,617)	1,26,82,370
Profit after Tax	1,95,06,537	(2,52,29,782)
Other Comprehensive Income	(6,65,10,000)	6,16,10,000
Total Comprehensive Income	(4,70,03,463)	3,63,80,218
Transfer to reserves , if any	NIL	NIL

3. DIVIDEND

Your Directors have not recommended any dividend in view of the accumulated losses.

4. SHARE CAPITAL

The paid up equity share capital of the company as on 31st March 2020 has been Rs.90 lakhs comprising of 9 lakh equity shares of Rs.10/- each. The Company has not issued any employee stock option, sweat equity shares and shares with differential voting rights.

During the financial year 2019-20, Mercantile ventures Limited obtained voting rights of 92.21% in the Company due to non-receipt of preference dividend for 2 years pursuant to sub section (2) of section 47 of the Companies Act 2013. Accordingly the Company has become the subsidiary of Mercantile Ventures Limited.

During the financial year 2019-20, 14,321 Nos., of Equity Shares of Rs.10 each of the Company (1.59% of paid-up share capital) held by M/s. Riviera Capital Consulting and Research Private Limited (One of the promoters of the Company) has been pledged in favour of M/s. Dynamic Global Trading Corporation Private Limited for the loan taken by the Company.

5. FIXED DEPOSIT

The Company has neither accepted nor renewed any deposits during the year under review.

6. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company have occurred between the period to which this financial statement relates and the date of this report.

7. CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business.

8. SUBSIDIARY COMPANIES AND ASSOCIATE COMPANIES

The Company has neither a subsidiary nor an associate company.

9. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:-

- 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 the year ended 31 March 2020;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies 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;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively. Internal financial control means the policies and procedures adopted by the company 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 and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company's Board comprises of the following directors at present:-

Mr. T Govindarajan	-	Independent Director
Mr. B Narendran	-	Independent Director
Mr. E N Rangaswami	-	Non Independent Director
Ms. Rita Chandrasekar	-	Independent Director
Mr. K Nadasundaram (Upto 12 June 2020)	-	Whole Time Director

Mr. K Nadasundaram, Whole Time Director of the Company, expired on 12 June, 2020.

The independent directors of the company were re-appointed in the 69th Annual General Meeting held on 5 August, 2019 for a period of 5 years.

Mr. E N Rangaswami, Non- Executive Director is liable to retire by rotation in the ensuing Annual General Meeting.

The Key Managerial personnel of the Company are:

- Mr. K Nadasundaram - Whole-time Director (Upto 12 June 2020)
- Mr. R Subbaraya Davey - Chief Financial Officer
- Mr. Vimal Kumar Sharma - Company Secretary (11 June 2019 - 28 February 2020)
- Mrs. Nirmala L – Company Secretary (with effect from 1 March 2020)

12. COMMITTEES OF THE BOARD AND MEETINGS

Currently, the Board has three Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

A detailed note on Board and its committees is provided in the Corporate Governance Report.

During the financial year 2019-20, Six Board meetings were held and the details of which are given in the Corporate Governance Report. The intervening gap between the meetings is within the period prescribed under the Companies Act, 2013.

The details of constitution of the Board and its Committees are given in the Corporate Governance Report.

13. CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated under Schedule V and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite certificate from a practicing company secretary confirming compliance with the conditions of corporate governance as stipulated is annexed to the Corporate Governance report.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of directors, payment of Managerial remuneration, director's qualifications, positive attributes, independence of directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is uploaded in the website of the company in the following links:

<https://www.indiaradiators.com/>

The Remuneration Policy also forms part of the Corporate Governance Report.

15. FAMILIARISATION PROGRAM

The Independent Directors attend a familiarisation program on being inducted into the Board. The details of familiarisation program are provided in the Corporate Governance Report and also available on the website of the Company <https://www.indiaradiators.com/>

16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance of the Board and the Non-independent Directors were considered and evaluated by the independent directors at their meeting held on 5 February, 2020 without the participation of the non-independent directors and key managerial personnel.

They also assessed the quality, quantity and flow of information between the Company's Management and the Board that are necessary for the Board to perform its duties effectively and reasonably.

Pursuant to the provisions of the Companies act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own, the directors individually as well as the working of its various committees.

17. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company's Internal Control System has been designed to provide for:

- Accurate recording of transactions with internal checks and prompt reporting.
- Adherence to applicable accounting standards and policies.
- Compliance with applicable statutes, management policies and procedures.
- Effective use of resources and safeguarding of assets.

The Internal audit was carried out periodically by a practicing chartered accountant. The observations arising out of the audit are periodically reviewed and compliance ensured. The summary of the internal audit observations and management responses are submitted to the Board after being reviewed by the Audit Committee.

18. REPORTING OF FRAUDS

There was no instance of fraud during the financial year 2019-20, which requires the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made there under.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The contracts or arrangements made with Related Parties as defined under Section 188 of the Companies Act, 2013 are provided in Form no. AOC-2 attached with this report.

The Company has adopted a Policy for dealing with Related Party Transactions. The Policy as approved by the Board may be viewed on the Company's website at the web link: <https://www.indiaradiators.com/>

20. AUDITORS

STATUTORY AUDITORS

M/s. Venkatesh & Co, Chartered Accountants were appointed as the statutory auditors of the company at the 65th AGM to hold office till the conclusion of the 69th AGM. They were reappointed in the 69th AGM held on 5 August, 2019 and their second term of appointment has been extended upto 74th AGM to be held in the year 2024.

SECRETARIAL AUDITOR

Mr. R Kannan, Company Secretary in practice has been appointed by the Board of directors to undertake the Secretarial Audit for the year ended 31 March 2020. The Report of the Secretarial auditor is annexed to this report.

COST AUDITOR AND MAINTAINENCE OF COST RECORDS

The business activity of the Company is not covered under rule 3 of The Companies (Cost Records and Audit) Rules, 2014. Accordingly, the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable.

21. RISK MANAGEMENT

The Company has not adopted any Risk Management Policy since it is not applicable as per the regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans, guarantees or made any investments under Section 186 of the Companies Act, 2013 during the year ended 31 March 2020.

23. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE

As the company has only one woman employee and the total no of employees are less than ten, it is not required to form an internal complaints committee as per section 6 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013. Accordingly, all the concerns shall be reported to Every District officer/s notified by the appropriate Government.

24. AUDIT COMMITTEE AND WHISTLE BLOWER POLICY

Pursuant to section 177(8) of the Companies Act, 2013, the information about composition of Audit Committee and other details are given in the corporate Governance report, forming part of this report. The Board has accepted the recommendations of the Audit Committee. The Audit Committee comprises of Ms. Rita Chandrasekar as chairperson and Mr. T Govindarajan, Mr. B Narendran and Mr. E N Rangaswami as members.

The Company's paid up capital is less than Rs. 10 Crore and net worth is less than Rs. 25 Crore and hence the adoption of Whistle Blower Policy is not mandatory.

25. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Corporate Social Responsibility are not applicable to the Company for the current financial year.

26. ANNUAL RETURN

The extract of annual return in Form MGT-9 pursuant to the provisions of Section 92 of the Companies Act read with rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed to this report and also placed on the web link <https://www.indiaradiators.com/>

27. PARTICULARS OF EMPLOYEES

The Company has no employee whose salary exceeds the limits as prescribed under Rule (5) (2) of Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014.

The statement containing information as required under the provisions of Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report.

28. TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy and Technical Absorption:

The business of the Company is manufacture of Automobile components. The particulars prescribed under Section 134 of the Companies Act, 2013 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy and technology absorption is not applicable to the limited business operations of the Company.

Foreign Exchange Earnings:

Foreign Exchange Inward – NIL

Foreign Exchange Outward - NIL

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

There are no significant or material orders which were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's Operations in future.

30. EXPLANATIONS ON QUALIFICATIONS MADE BY THE AUDITORS IN THEIR REPORTS

There are no adverse remarks made by the Auditors of the Company.

31. COMPANY IS SUSPENDED FROM TRADING

The Company has been suspended from trading by the Bombay Stock Exchange in 10 September 2001.

Steps are being taken for the revocation of suspension of trading.

32. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013, so as to qualify themselves for the continuance as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is operating in the automobile sector which is currently going through a recession phase.

b) OPPORTUNITIES AND THREATS

In view of COVID-19 Pandemic, all the sectors including the automobile industry is severely affected.

c) SEGMENT WISE REPORTING

The Company operates only in one segment – automobile parts.

d) FUTURE OUTLOOK AND STATE OF AFFAIRS

The Company is reviewing the various options available for resumption of business activities after settlement of dues to ex-employees.

e) RISKS & CONCERNS

As per the Archaeological Survey of India (ASI), no new construction can be done at Puzhal Unit and only repair work is permitted to the existing buildings and as such limitations due to ASI and settlement of workers dues are prime concerns for the company.

f) INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Company has adequate internal control system commensurate to its size and operations.

g) SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, on a standalone basis significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year, are summarized below:-

Financial Ratio	FY 19-20	FY 18-19	Change (%)	Reason for change
Current Ratio	2.41	34.35	93	Settlement of outstanding liabilities.

h) RETURN OF NET WORTH – It is -0.27% in the current year against -1.01% in previous year due to accumulated losses.

INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the year ended 31 March 2020.	Mr. K Nadanasundaram, Whole-time Director	0.79
The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the year ended 31 March 2020.	Mr. K Nadanasundaram, Whole-time Director	NIL
	Mr. R Subbaraya Davey, Chief Financial Officer	8.29
	Mr. Vimal Kumar Sharma Company Secretary (till 28 February 2020)	NA
	Ms. Nirmala L, Company Secretary (With effect from 1 March 2020)	NA
The percentage decrease in the median remuneration of employees in the financial year ended 31 March 2020	18.81%	
The number of permanent employees on the rolls of Company – as on 31 March 2020	One	
Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	Other than KMP	NIL
	KMP	NA

INFORMATION PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

DETAILS OF EMPLOYEES IN TERMS OF REMUNERATION RECEIVED DURING THE YEAR

Name	Designation	Remuneration (Rs. in Lakhs)	Qualification	Experience	Date of Joining	Age	Last Employment
K Nadana sundaram	Whole Time Director	3.00	B.E Mechanical Engineering, P. G. in Industrial Engineering	61 years	17-03-1999	83	T.I.D C Ltd (Murugappa Group Company). Senior Vice President
R Subbaraya Davey	CFO	3.79	B.Com	40 Years	01-04-2015	65	Mercantile Ventures Limited
Vimal Kumar Sharma	Company Secretary (Upto 28-02-2020)	3.03	ACS	34 years	11-06-2019	61	B & M Hot Breads private Limited
Nirmala L	Company Secretary (W.e.f 01-03-2020)	0.30	M.Com, ACS	6 years	01-03-2020	30	Trinity Autopoints Limited

1. As per the disclosure available with the Company, none of the above employees are related to any director and they do not hold any shares in the Company.

AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY.

Company is adopting remuneration guidelines for fixing the remuneration as per the policies laid down by the Nomination and Remuneration Committee.

ACKNOWLEDGEMENT

Your directors express their grateful thanks for the assistance, co-operation and support extended to the Company by Promoters, shareholders and the bankers for their continued support. The Directors also place on record their appreciation of the good work put in by the employees of the company.

Place: Chennai

Date: 6 August 2020

For and On Behalf of the Board

E N Rangaswami
Director
DIN: 06463753

B Narendran
Director
DIN: 01159394

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L27209TN1949PLC000963
2	Registration Date	05/01/1949
3	Name of the Company	India Radiators Limited
4	Category/Sub-category of the Company	Public/Listed
5	Address of the Registered office & contact details	88, Mount Road, Guindy, Chennai - 600 032 Telephone No. 044-4043 2210 Email:cs@indiaradiators.com
6	Whether listed company	Yes(Suspended from trading)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramanian Building, #1, Club House Road, Chennai 600 002 Ph- 044-28460390/95

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	Automotive Components	29301	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Mercentile Ventures Limited - Holding Company

Name & Address of the company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable section
Mercentile Ventures Limited, No88, Spic House, Mount Road, Guindy, Chennai - 600032	L65191TN19 85FII03730	Holding	92.21%	Second provision to Section 47 of companies Act 2013

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-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
(1) Indian									
a) Individual/ HUF	309524	-	309524	34.39	309524	-	309524	34.39	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	14321	-	14321	1.59	14321	-	14321	1.59	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	323845	-	323845	35.98	323845	-	323845	35.98	-

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI Individuals	21857	-	21857	2.43	21857	-	21857	2.43	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	21857	-	21857	2.43	21857	-	21857	2.43	-
TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	345702	-	345702	38.41	345702	-	345702	38.41	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	25	25	-	-	25	25	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	46140	46140	5.13	-	46140	46140	5.13	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	46165	46165	5.13	-	46165	46165	5.13	-
2. Non-Institutions									
a) Bodies Corp.	-	91912	91912	10.22	-	91912	91912	10.22	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4,939	408181	413120	45.90	10361	402759	413120	45.90	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others - HUF	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	3101	3101	0.34	-	3101	3101	0.34	-
Sub-total (B)(2):-	4939	503194	508133	56.46	10361	497772	508133	56.46	-
Total Public Shareholding (B) = (B)(1)+(B)(2)	4939	549359	554298	61.59	10361	543937	554298	61.59	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	350641	549359	900000	100.00	356063	543937	900000	100.00	-

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	VENKATACHALAM C	21857	2.43%	-	21857	2.43%	-	-
2	RIVIERA CAPITAL CONSULTING AND RESEARCH PVT LTD	14321	1.59%	-	14321	1.59%	14321	-
3	SEETHA CHIDAMBARAM	309524	34.39%	309524	309524	34.39%	309524	-

(iii) Change in Promoters' Shareholding : NIL.

(iv) Shareholding Pattern of top ten Shareholders

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

S.No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	SOUTH INDIA HOUSE INVESTMENTS LTD				
	At the beginning of the year	47188	5.24%	47188	5.24%
	Changes during the year	-	-	-	-
	At the end of the year	47188	5.24%	47188	5.24%
2	MAHLE BEHR Gmbh & Co KG				
	At the beginning of the year	46,140	5.13%	46,140	5.13%
	Changes during the year	-	-	-	-
	At the end of the year	46140	5.13%	46140	5.13%
3	THE NEW INDIA ASSURANCE CO LTD				
	At the beginning of the year	37888	4.21%	37888	4.21%
	Changes during the year	-	-	-	-
	At the end of the year	37888	4.21%	37888	4.21%
4	APPA RAO M S				
	At the beginning of the year	5970	0.66%	5970	0.66%
	Changes during the year	-	-	-	-
	At the end of the year	5970	0.66%	5970	0.66%
5	VIJAYCHAND SHIRMAL JT1 : KAMALA SHIRMAL				
	At the beginning of the year	5000	0.56%	5000	0.56%
	Changes during the year	-	-	-	-
	At the end of the year	5000	0.56%	5000	0.56%
6	NARASIMHA RAO CH				
	At the beginning of the year	4500	0.50%	4500	0.50%
	Changes during the year	-	-	-	-
	At the end of the year	4500	0.50%	4500	0.50%
7	DEVAKI MUTHIA				
	At the beginning of the year	3651	0.41%	3651	0.41%
	Changes during the year	-	-	-	-
	At the end of the year	3651	0.41%	3651	0.41%
8	BLUE LAGOON MOTORS AND PROPERTIES				
	At the beginning of the year	3590	0.40%	3590	0.40%
	Changes during the year	-	-	-	-
	At the end of the year	3590	0.40%	3590	0.40%
9	NARAYANAN CHETTIAR S RM S				
	At the beginning of the year	3000	0.33%	3000	0.33%
	Changes during the year	-	-	-	-
	At the end of the year	3000	0.33%	3000	0.33%
10	NAZURUDDIN M S				
	At the beginning of the year	3000	0.33%	3000	0.33%
	Changes during the year	-	-	-	-
	At the end of the year	3000	0.33%	3000	0.33%

Shareholding of each Director and Key Managerial Personnel (KMP)

S.No	Name of Director / KMP	Shareholding at the beginning of the year		Shareholding at the beginning of the year	
		No of Shares	% of total shares	No of shares	% of total shares
1	T. Govindarajan	650	0.072%	650	0.072%

V. INDEBTEDNESS

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

(Rs. Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Financial Liability (redemable preference shares)*	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount (Present value)	-	390.73	787.92	-	1,178.65
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	-	390.73	787.92	-	1,178.65
Change in Indebtedness during the financial year					
Addition		655.00	-	-	655.00
Reduction/Interest Written Back	-	355.73	-	-	355.73
Interest Provision as per IND AS		1.48	72.15	-	73.63
Net Change	-	300.75	72.15	-	372.90
Indebtedness at the end of the financial year					
i) Principal Amount	-	690.00	860.07	-	1,550.07
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	1.48	-	-	1.48
Total (i+ii+iii)	-	691.48	860.07	-	1,551.55

* The principal amount represents the fair value of financial liability and the changes during the year relate to notional interest charged.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. Lakhs)

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager
	Name	K Nadasundaram
	Designation	Whole-time Director
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total (A)	3.00
	Ceiling as per the Companies Act, 2013	65.00

B. Remuneration to other Directors - Not applicable

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

(Rs. Lakhs)

S.No	Particulars of Remuneration	Name of Key Managerial Personnel			Total
	Name	R Subbaraya Davey	Vimal Kumar Sharma	Nirmala L	
	Designation	Chief Financial Officer	Company Secretary (till 29.02.2020)	Company Secretary (w.e.f. 01.03. 2020)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.79	3.03	0.30	7.12
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit			-	
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	3.79	3.03	0.30	7.12

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

FORM NO. AOC -2

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

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

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

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

S.No	Particulars	Mercantile Ventures Limited	i3 Security Private Limited
a)	Name (s) of the related party & nature of relationship	Mercantile Ventures Limited holding 92.21% of voting rights. (Holding Company)	i3 Security Private Limited, Subsidiary of Mercantile Ventures Limited, Holding Company
b)	Nature of contracts/arrangements/ transactions	To borrow money by way of loans, advances or inter corporate deposits.	Availing the following services of i3 security private limited. (a) Security and other allied services. (b) Manpower services.
c)	Duration of the contracts/ arrangements/transaction	12 months subject to review from time to time.	12 months subject to review from time to time.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Material terms of the contract shall be based on the business requirements which cannot be decided upfront.	Maximum value of INR 1 Crore per transaction
e)	Amount paid as advances, if any	NIL	NIL

Place: Chennai

Date: 6 August 2020

For and On Behalf of the Board

E N Rangaswami
Director
DIN: 06463753

B Narendran
Director
DIN: 01159394

Corporate Governance Report (2019 - 2020)

1. Philosophy on Code of Governance:

The Company has implemented the guidelines and the existing practices and policies, which are significantly in conformity with the requirements stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). The report covers the corporate governance aspects in your company relating to the year ended 31 March 2020.

2. Board of Directors

a) Composition and Membership in other Boards

As on 31 March, 2020, the Board of Directors of the Company comprised of five directors. The Board comprises of one executive director and four non-executive directors of which three are independent. The Board of Directors is responsible for the management of business of the Company and meets regularly for discharging its role and functions. All information as required under LODR is being made available to the Board.

Date of the Board meeting	Strength of the Board	No. of Directors present
24-05-2019	5	4
11-06-2019	5	5
05-08-2019	5	5
06-11-2019	5	5
30-12-2019	5	3
05-02-2020	5	4

No director of the Company is a Chairman of more than five board-committees or a member of more than ten board-committees as stipulated under the corporate governance code.

Particulars of the Board's composition, attendance at board meetings and the previous annual general meeting, number of other directorships held and board-committee memberships of the Company's Directors, as at 31st March, 2020 are given below:

S. No.	Director	Attendance particulars		No. of directorship in other public companies(including this listed entity)	No. of other board – committee positions held (including this listed entity)	
		Board meeting	Last AGM		As Member	As Chairperson
1.	Mr. T Govindarajan Non-Executive, Independent Director	5	Yes	1	2	-
2.	Mr. B Narendran Non-Executive, Independent Director	6	Yes	5	9	3
3.	Mr. E. N Rangaswami Non-Executive, Non -Independent Director	6	Yes	2	3	1
4.	Ms. Rita Chandrasekar Non-Executive, Independent Director	3	Yes	4	5	2
5.	Mr. K. Nadasundaram Whole-time Director	6	Yes	1	1	-

Name of other listed entities where the Directors of the company are directors and category of Directorship

S. No.	Director	Name of listed entity in which concerned director is a director	Category of directorship
1.	Mr. T. Govindarajan Non-Executive, Independent Director	NIL	NIL
2.	Mr. B Narendran Non-executive, Independent Director	1. Southern Petrochemicals Industries Corporation Limited 2. Tuticorin Alkali Chemicals and Fertilizers Limited 3. Mercantile Ventures Limited 4. Sicagen India Limited	Non-Executive, Independent Director in all companies
3.	Mr. E. N Rangaswami Non-executive, Non -Independent Director	Mercantile Ventures Limited	Whole Time Director
4.	Ms. Rita Chandrasekar Non-executive, Independent Director	1. Tuticorin Alkali Chemicals and Fertilizers Limited 2. Sicagen India Limited 3. Southern Petrochemicals Industries Corporation Limited	Non-Executive, Independent Director in all companies
5.	Mr. K. Nadasundaram Whole-time Director	NIL	NIL

Notes:-

- 'Other Directorships' exclude foreign companies, private limited companies, Section 8 companies and alternate directorships.
- Only Membership in Audit Committees and Stakeholder's Relationship Committees (including India Radiators Limited) are reckoned for Board Committee Memberships.
- None of the Directors except Mr. T. Govindarajan hold any shares in the Company nor have any inter se relationship.
- The details of familiarization programs conducted for the Independent Directors are disclosed in the website of the Company at <https://www.indiaradiators.com/>

Skills/Enterprise/Competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's business, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the Industry in which the Company operates
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- Financial and Management skills
- Technical / Professional skills and specialized knowledge in relation to Company's business.

Independent Directors

The Independent Directors of the Company have been appointed in terms of the requirements of the Act; the Listing Regulations adopted by the Company and fulfilled all the conditions set therein.

There was no change in composition of independent directors during the year.

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various programmes. These include orientation programme and other initiatives to update the directors on an ongoing basis. Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's operations.

The details of the Familiarization Programme for Independent Directors are disclosed on the Company's website at the web link: <https://www.indiaradiators.com/>

3. Audit Committee

The terms of reference of the Audit Committee cover the matters specified for audit committee under Section 177 of the Companies Act, 2013, the rules made there under and SEBI (LODR) Regulations, 2015.

The role of the Audit Committee shall include the following:

- 3.1 Oversee the company's financial reporting process and review its financial statements.
- 3.2 In addition to the normal overall review of the financial performance, Audit Committee will also recommend the quarterly results, appointment of auditors, recommendation of dividend, application of accounting standards, discussion on financial audit reports, etc.
- 3.3 Recommend the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and fixation of their fees.
- 3.4 Review of internal control and internal audit system.
- 3.5 Review of risk management policies and practices and also include the following:
 - a) To investigate any activity within its terms of reference.
 - b) To seek information from any employee, if needed.
 - c) To obtain outside legal or other professional advice.
 - d) To secure attendance of outsiders with relevant expertise.

The Audit Committee comprises of three independent directors and one non-executive non-independent director. The committee met 5 times during the financial year ended 31 March, 2020 viz., on 24-05-2019, 05-08-2019, 06-11-2019, 30-12-2019 and 05-02-2020.

The members as on 31 March, 2020 and the number of meetings attended by them are given below:

Name of directors	No. of meetings attended
Ms. Rita Chandrasekar, Chairperson	2
Mr. T Govindarajan	4
Mr. B Narendran	5
Mr. E N Rangaswami	5

The Statutory auditor, internal auditor, Whole-time director and Chief Financial Officer of the company attended the meetings by invitation. The Company secretary acted as secretary of the meetings. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board.

4. Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted to formulate and recommend the appointment of directors and key managerial personnel and also the compensation payable to them.

The scope of the Nomination and Remuneration committee is as follows:-

- 4.1 The Remuneration committee shall recommend to the Board on matters relating to fixation and payment of remuneration to the Directors and Key Managerial Personnel of the company.
- 4.2 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- 4.3 Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

4.4 Formulation of criteria for evaluation of Independent Directors.

The committee met 3 times during the year ended 31.03.2020 viz., 24-05-2019, 11-06-2019 and 05-02-2020. The members as on 31 March, 2020 and the number of meetings attended by them are given below:

Names of directors	No. of meetings attended
Mr. B Narendran, Chairperson	3
Mr. T Govindarajan	3
Mr. E N Rangaswami	3
Ms. Rita Chandrasekar	1

Criteria for evaluation of the performance of Independent Directors

The criteria for evaluation of the performance of Independent Directors, include their qualification, experience, competency, knowledge, understanding of respective roles (as Independent Director and as a member of the Committee of which they are Members/Chairpersons), adherence to Codes and ethics, conduct, attendance and participation in the meetings, etc.

5. Remuneration to Directors

Remuneration Policy

As per the remuneration policy of the company, no sitting fee was paid to any of the Directors during the period. The Nomination & Remuneration Committee of the Board meets from time to time, discuss, review and approve the pay packages suggested by the executives of the Company for implementation. The pay packages of the Whole-time Director, other members of the Board and the Key Managerial Personnel would be fixed by the Nomination and Remuneration Committee and recommend to the Board for implementation.

Details of remuneration paid to Directors

The non-executive directors were not paid any fee during the financial year ended 31 March, 2020.

Mr. K. Nadanasundaram was appointed as Whole-Time Director (WTD) of the company for a period of one year with effect from 13 November 2018. In the AGM held on 5 August, 2019, He was reappointed for a further period of one year with effect from 13 November 2018 on a remuneration of Rs.3.00 lakhs per annum with no other benefits.

None of the non-executive directors have any pecuniary relationship except as stated. No stock options were provided to any of the directors.

6. Stakeholders Relationship Committee:

The terms of reference to the stakeholders relationship committee are related to transfer, transmission, split/consolidation of shares and issue of duplicate share certificates, etc and also to oversee the redressal of investors' complaints. The committee met 6 times during the financial year ended 31.03.2020.

The members as on 31 March 2020 and the number of meetings attended by them are given below:

Name of directors	No. of meetings attended
Mr. E N Rangaswami, Chairperson	6
Mr. K Nadanasundaram	6
Ms. Rita Chandrasekar	3

Details of the Compliance Officer:

Mr. Vimal Kumar sharma (Appointed with effect from 11 June 2019 and resigned with effect from 29-02-2020)

Mrs. Nirmala L (Appointed with effect from 1 March, 2020)

Details of Shareholders Complaints:

No of complaints received during the year: NIL

No of complaints redressed during the year: NIL

No of complaints pending at the end of the year 31.03.2020: NIL

7. General Meetings**i. Details of location, date and time of Annual General Meetings held during the last three years:**

Year	Location	Date and Time
67 th AGM 2016 – 2017	ICSA Programme Centre, Jivana Jyothi Building, No.107, Pantheon Road, Egmore, Chennai -600008.	12 July 2017 , 9.30 AM
68 th AGM 2017-2018		07 August 2018, 10.30 AM
69 th AGM 2018-2019		05 August 2019, 10.00 AM

ii. Special Resolution

Date of AGM	Subject
12.07.2017	a) Reappointment of Mr. K. Nadasundaram (DIN: 02135505) as Whole time director with effect from 13 November 2016 to 12 November 2017. b) Issue of 1,60,00,000 9% Cumulative Redeemable Preference Shares ("CRPS") of Rs. 10 /- each on a preferential basis.
07.08.2018	a) Reappointment of Mr. K. Nadasundaram (DIN: 02135505) as Whole time director with effect from 13 November 2017 to 12 November 2018 b) Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013 to the extent of 25 crores.
05.08.2019	(A) Reappointment of Mr. K. Nadasundaram (DIN: 02135505) as Whole time director with effect from 13 November 2018 to 12 November 2019. (B) Re-appointment of Mr. B Narendran (DIN 01159394) as an Independent Director of the Company and his continuation as a Director after attaining the age of 75 years. (C) Re-appointment of Mr. T Govindarajan (DIN 02603986) as an Independent Director of the Company. (D) Re-appointment of Ms. Rita Chandrasekar (DIN 03013549) as an Independent Director of the Company.

iii There was no special resolution passed through postal ballot during the financial year 2019-2020. At present, there is no proposal to pass any special resolution through postal ballot. The procedure for postal ballot would be as prescribed under the Act.

8. Means of Communication:

The quarterly, half-yearly and annual financial results of the company are forwarded to the Bombay Stock Exchange (BSE) immediately upon approval by the board of directors.

The Company is publishing the required information to shareholders through newspapers

Functional website of the company as per Regulation 46 of SEBI (LODR) Regulations, 2015

Pursuant to the requirement of Regulation 46 of the SEBI (LODR) Regulations, the company maintains a functional website and the website address is <https://www.indiaradiators.com/>. The website of the company provides the basic information about the company e.g. details of its business, financial information, various policies, shareholding pattern quarterly financial results, annual report & other details relevant to the shareholders and the company is regularly updating the information provided on its website.

9. General Shareholder Information:

1.	Annual General Meeting : Date Time Venue	28 September 2020 03.00 PM Meeting is proposed to be held through video conferencing.
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2.	Financial year	The financial year of the company commences from 1 st April and ends on 31 st March.
3.	Dividend payment date	The Company has not declared any dividend during the year.
4.	Listing of equity shares on stock exchanges	Bombay Stock Exchange Limited. Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai- 400001 The listing fee is regularly paid to the aforesaid exchange though the company is still suspended from trading its shares.
6.	Stock Code ISIN	505100 - Bombay Stock Exchange Limited. INE461Y01016 – CDSL INE461Y01016 – NSDL
7.	Market Price Data and share price data vis a vis indices	There is no data as the Company is suspended from trading.
8.	Suspended from trading	The Company is suspended from trading on 10 September 2001 after it was referred to BIFR.
9.	Registrar and Transfer Agents	Cameo Corporate Services Limited Subramanian Building, 1, Club House Road, Chennai – 600 002
10.	Share transfer system	The authority to approve share transfers has been delegated by the Board of Directors to the Stakeholders Relationship Committee. The Shares sent for transfer in physical form are registered and returned to the shareholders by Registrar and Share Transfer Agent (RTA) within fifteen days of receipt of documents, provided the documents are found to be in order.
11.	Distribution of shareholding	The same has been annexed below
12.	Dematerialisation of shares and liquidity	As at 31 st March 2020, 3,56,063 shares were held in dematerialized form, representing about 39.56% of the total shares.
13.	Convertible instrument	NIL
14.	Plant Location	Puzhal and Pondicherry
15.	Address for correspondence	Investors may contact the Registrar and Transfer Agent for matters relating to shares, dividends, annual reports and related issues at the following address:- Cameo Corporate Services Limited Subramanian Building, 1, Club House Road Chennai – 600 002 Telephone No. 044-28460390 / 95 : Fax No. 28460129 Email: cameo@cameoindia.com For other general matters or in case of any difficulties/grievances investors may contact: Mr. E. N. Rangaswami, Director India Radiators Limited No.88, Mount Road, Guindy, Chennai - 600 032 Telephone No. 044 – 4043 2210 Email: cs@indiaradiators.com Website : https://www.indiaradiators.com/
16.	Other details	The Company has not obtained any credit rating. The Company has no commodity risk.

DISTRIBUTION OF HOLDINGS as on 31 March 2020 (for point no 11 above)

Shareholding of nominal value of Rs.10/-	Shareholders		Number of Shares	
Range – Shares	Number	%	Number	%
1 – 100	3796	84.25	179590	19.95
101 - 500	622	13.81	131160	14.57
501 - 1000	42	0.93	31209	3.47
1001 - 2000	27	0.60	37700	4.19
2001 - 3000	8	0.18	20712	2.30
3001 - 4000	2	0.04	7241	0.80
4001 - 5000	2	0.04	9500	1.07
5001 – 10000	1	0.02	5970	0.66
10001 – and above	6	0.13	476918	52.99
TOTAL	4506	100.00	900000	100.00

SHAREHOLDING PATTERN as on 31 March 2020 (for point no 11 above)

Particulars	Equity Shares held	% of paid up capital
Promoters	3,45,702	38.41
Financial institutions / Banks	25	00.01
Foreign Institutional Investors	46,140	05.13
Bodies Corporate	91,912	10.21
Resident Individuals	4,13,120	45.90
Non Resident Indians	3,101	00.34
TOTAL	9,00,000	100.00

10. OTHER DISCLOSURES

- Material transactions with related parties at arms length basis are disclosed in the Notes to financial statements and they have no potential conflict with the interest of the Company.
- There have been no instances of non-compliance by the Company on any matters related to the capital markets nor have any penalty/ strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters in previous three years , however, the Company continues to be suspended from trading.
- The policy on vigil mechanism is not applicable to the Company as per the SEBI (LODR) Regulations, 2015.
- All the mandatory requirements of Corporate Governance under the Regulations have been complied with.
- There is no material subsidiary for the Company.
- The policy for dealing with related party transactions has been placed on the website of the company- <https://www.indiaradiators.com/>
- The Company has neither commodity hedging activities nor any foreign exchange transactions during the current year.
- The entire amount received from the preferential allotment has been utilized to settle the loans of the company.
- All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. Mr. R. Kannan, Practicing Company Secretary has submitted a certificate to this effect.
A compliance certificate from Mr. R. Kannan, Practicing Company Secretary pursuant to the requirements of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is attached.
- The Board has accepted all the recommendations made by every committee of the Board.

- k) The Company has paid Rs. 50,000 to its auditors towards statutory audit. No fee was paid for other services.
- l) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:-
- Number of complaints filed during the financial year 2019-2020 -Nil
 - Number of complaints disposed off during the financial year 2019-2020 -Nil
 - Number of complaints pending as on end of the financial year. -Nil
11. All the requirements of corporate governance report specified in sub-para (2) to (10) of Part C of Schedule V to the Regulations have been complied with, wherever applicable.
12. The details of adoption of discretionary requirements as stipulated in Part E of Schedule II are as follows:
- The Company has no regular permanent Chairperson on the Board.
 - There has been no modified opinion on the financial statements and the Company is under a regime of unmodified audit opinion.
 - The Company has appointed a Chartered Accountant as the internal Auditor who carries out the audit and the report is presented to the Audit Committee for review and further directions.
13. The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46 (2) (b) to (i) of the Regulations., wherever required as the net worth of the Company is less than 25 crores and paid-up equity share capital is less than 10 crores.
14. A Management Discussion and Analysis Report has been presented as part of the Directors' Report.
15. Disclosure with respect to demat suspense account/unclaimed suspense account : Not Applicable
16. Code of Conduct
- The Board of directors has laid down a code of conduct for all Board members and senior management personnel of the Company who have affirmed compliance with the code of conduct. A declaration signed by a Director to this effect is enclosed at the end of this Report. The code of conduct is also posted in the website of the Company viz., <https://www.indiaradiators.com/>
17. **Prohibition of Insider Trading**
- Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has prescribed a code of conduct for prevention of insider trading and code of corporate disclosure practices. The code of fair disclosure practices and procedures for unpublished price sensitive information is available at <https://www.indiaradiators.com/>

Declaration by Director

Pursuant to Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to declare that the Members of the Board and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct.

Place: Chennai

Date: 6 August 2020

For and On Behalf of the Board

E N Rangaswami

Director

DIN: 06463753

CERTIFICATE TO THE MEMBERS OF INDIA RADIATORS LIMITED

We have examined the compliance of conditions of Corporate Governance by India Radiators Limited, for the year ended 31 March, 2020 as stipulated in SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders' / Investors' Grievance Committee.

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

We also state that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the company by the Board/Ministry of Corporate Affairs or any such statutory authority.

Place: Chennai

Date: 17 July 2020

For and On Behalf of the Board

R Kannan

Practicing Company Secretary

FCS No: 6718

CP No:3363

UDIN: F006718B000468608

Form No.MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

To,
The Members,
INDIA RADIATORS LIMITED
88, Mount Road Guindy
Chennai 600032

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s India Radiators Limited** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2020 (Audit Period)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

During the year on account of COVID i.e. Corona Virus, the company has reported that they have lockdown their office as per the instructions of Central Government / State Government. The company is expected to announce its financial implications in due course.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

The company is in the process of removal of discrepancies with MCA portal with respect to the date of appointment of Independent Director.

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
--Not applicable during the Audit Period

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(i) *The shares of the company with BSE is suspended for trading. The company has approached BSE for revocation of suspension of trading with BSE and the company is regular in payment to BSE. For revocation, fees and other details have not been communicated from BSE in respect of the application submitted by the company for revocation of suspension.*

(ii) *The paid up capital of the company is less than Rs.5.00 Crores. Accordingly, the issue of Corporate Governance does not applicable on this company. Further the company is in the process of complying the latest rules and regulations as applicable. The financial results are not published in Newspaper as the trading in shares was suspended. Further, India Radiators Limited has become the subsidiary of Mercantile Ventures Limited because of voting to be exercised by Mercantile Ventures Limited on India Radiators Limited.*

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
--Not applicable during the Audit Period

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
-Not applicable during the Audit Period.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,
1998- **Not applicable during the Audit Period.**

The other laws as may be applicable specifically to the company in my opinion:

- a) The Indian Contract Act, 1872.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Notified with effect from 1st October, 2017).
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I report that there were no actions / events in pursuance of

- i. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable financial laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

I further report that during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Based on a review of the reports by operation departments of the company to Top Management/Board of Directors of the Company, I report that the company has substantially complied with the provision of those Acts that are applicable to it such as Employees Provident Fund Act 1952 and Employees state Insurance act 1948.

I further report that the SEBI has granted temporary relaxations with respect to certain compliances to be submitted by the Companies due to the impact of COVID-19 Virus Pandemic in India for the last quarter of the audit period.

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

R Kannan

Practicing Company Secretary

FCS No: 6718 / C P No: 3363

UDIN No: F006718b000324640

Place: Chennai
Date: 08.06.2020

Annexure A'

To,

The Members

M/s India Radiators Limited

88, Mount Road Guindy

Chennai 600032

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

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

R Kannan

Practicing Company Secretary

FCS No: 6718 / C P No: 3363

UDIN No:F006718b000324640

Place: Chennai
Date: 08.06.2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDIA RADIATORS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of India radiators Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Therefore we have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India. 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.

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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS 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 March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Venkatesh & Co
Chartered Accountants
F.R.No.004636S

CA.Dasaraty V
M.No.026336
Partner

Date: 16-06-2020
Place: Chennai

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of India Radiators Limited of even date)

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

We have audited the internal financial controls over financial reporting of **INDIA RADIATORS LIMITED** ("the Company") as of March 31, 2020 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

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

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Venkatesh & Co
Chartered Accountants
F.R.No.004636S

CA.Dasarthy V
M.No.026336
Partner

Date: 16-06-2020
Place: Chennai

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of India radiators Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
- ii. The Company does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to Body Corporate covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) In the light of above, we do not comment on terms and conditions of grant of such loans.
 - (b) In the light of above, we do not comment on repayment of the principal amount and interest.
 - (c) In the light of above, we do not comment on the reasonable steps have been taken by the company for recovery of the principal and interest.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 16-06-2020
Place: Chennai

For Venkatesh & Co
Chartered Accountants
F.R.No.004636S
CA.Dasaraty V
M.No.026336
Partner
UDIN: 20026336AAAACH5914

BALANCE SHEET AS AT 31 MARCH 2020

(in Rupees)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non- Current Assets			
Property, Plant and Equipment	2	12,10,60,759	18,78,76,903
Financial Assets			
(i) Investments		-	-
(ii) Loans and advances		-	-
Deferred Tax Assets(net)		-	-
Other Non- current assets			
		12,10,60,759	18,78,76,903
Current Assets			
Financial Assets			
(i) Investments	3	-	5,07,72,517
(ii) Cash and Cash equivalents	4	3,01,600	91,142
(iii) Loans and advances	5	35,000	-
Other Current Assets	6	46,559	1,559
		3,83,159	5,08,65,218
Total Assets		12,14,43,918	23,87,42,121
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	7	90,00,000	90,00,000
Other Equity	8	(8,09,00,943)	(3,38,97,480)
		(7,19,00,943)	(2,48,97,480)
LIABILITIES			
Non- Current Liabilities			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Other financial liabilities	9	8,60,06,755	7,87,92,032
Deferred tax liabilities (Net)	10	2,22,92,383	3,67,88,000
Other Non-current liabilities		-	-
		10,82,99,138	11,55,80,032
Current Liabilities			
Financial Liabilities			
(i) Trade Payables		-	-
(ii) Other Financial Liabilities	11	7,43,95,603	9,55,95,313
Other current Liabilities	12	1,06,50,120	5,24,64,256
Provisions		-	-
		8,50,45,723	14,80,59,569
Total Equity & Liabilities		12,14,43,918	23,87,42,121

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

As per our report of even date attached.

For Venkatesh & Co

Chartered Accountants

FRN: 0046365

V. Dasarthy

Partner

M.No : 026336

Place : Chennai

Date: 16 June 2020

For and on behalf of the Board

E N Rangaswami

Director

(DIN: 06463753)

L. Nirmala

Company Secretary

B Narendran

Director

(DIN: 01159394)

R.Subbaraya Davey

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(in Rupees)

S.No.	Particulars	Note No.	Year ended 31 March 2020	Year ended 31 March 2019
I	Revenue from operations	13	68,239	1,47,797
II	Other income	14	1,95,75,651	7,72,519
III	Total Income (I+II)		1,96,43,890	9,20,316
IV	Expenses			
			-	-
	Employee benefit expenses	15	11,87,323	10,74,312
	Finance costs	16	91,33,216	59,22,124
	Depreciation and amortisation expense	2	3,06,144	3,06,159
	Other expenses	17	40,06,287	61,65,133
	Total expenses (IV)		1,46,32,970	1,34,67,728
V	Profit/(loss) before exceptional items and tax (III- IV)		50,10,920	(1,25,47,412)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		50,10,920	(1,25,47,412)
VIII	Tax expense			
	1) Current tax		-	-
	2) Deferred tax (net)		(1,44,95,617)	1,26,82,370
IX	Profit/(loss) for the period (VII-VIII)		1,95,06,537	(2,52,29,782)
X	Other Comprehensive Income		(6,65,10,000)	6,16,10,000
XI	Total Comprehensive Income for the period (IX+X) (Comprising Profit/(Loss) and Other Comprehensive Income for the period)		(4,70,03,463)	3,63,80,218
XII	Earnings per equity share			
	(1) Basic		21.67	(28.03)
	(2) Diluted		21.67	(28.03)
The accompanying notes are an integral part of the financial statements.				

As per our report of even date attached.

For Venkatesh & Co

Chartered Accountants

FRN: 0046365

V. Dasaraty

Partner

M.No : 026336

Place : Chennai

Date: 16 June 2020

For and on behalf of the Board

E N Rangaswami

Director

(DIN: 06463753)

L. Nirmala

Company Secretary

B Narendran

Director

(DIN: 01159394)

R.Subbaraya Davey

Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(A) Equity share capital

Equity shares of Rs.10 each issued, subscribed and fully paid up

	No. of shares	Rupees
As at 31 March 2019	9,00,000	90,00,000
As at 31 March 2020	9,00,000	90,00,000

(B) Other equity

(in Rupees)

Particulars	Reserves and surplus				Equity component of financial instruments	Items of other comprehensive income	Total
	Share application money pending allotment	Capital Reserve	Dividend Equalisation Reserve	Retained earnings		Effect of measuring Fixed Assets at fair value	
Balance as at 1 April 2018	-	1,125	75,000	(22,08,69,651)	3,42,60,199	11,62,55,629	(7,02,77,698)
Profit for the year	-	-	-	(2,52,29,782)	-	-	(2,52,29,782)
Other comprehensive income	-	-	-	-	-	6,16,10,000	6,16,10,000
Total comprehensive Income for the year	-	-	-	(2,52,29,782)	-	6,16,10,000	3,63,80,218
Any other changes	-	-	-	-	-	-	-
Balance as at 31 March 2019	-	1,125	75,000	(24,60,99,433)	3,42,60,199	17,78,65,629	(3,38,97,480)
Balance as at 1 April 2019	-	1,125	75,000	(24,60,99,433)	3,42,60,199	17,78,65,629	(3,38,97,480)
Profit for the year	-	-	-	1,95,06,537	-	-	1,95,06,537
Other comprehensive income	-	-	-	-	-	(6,65,10,000)	(6,65,10,000)
Total comprehensive Income for the year	-	-	-	1,95,06,537	-	(6,65,10,000)	(4,70,03,463)
Any other changes	-	-	-	-	-	-	-
Balance as at 31 March 2020	-	1,125	75,000	(22,65,92,896)	3,42,60,199	11,13,55,629	(8,09,00,943)

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

As per our report of even date attached.

For Venkatesh & Co

Chartered Accountants

FRN: 004636S

V. Dasaraty

Partner

M.No : 026336

Place : Chennai

Date: 16 June 2020

For and on behalf of the Board

E N Rangaswami

Director

(DIN: 06463753)

L. Nirmala

Company Secretary

B Narendran

Director

(DIN: 01159394)

R.Subbaraya Davey

Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

(in Rupees)

S.No.	Particulars	Year ended 31 March 2020	Year ended 31 March 2019
A	Cash Flow from Operating Activities		
	Profit for the year before Exceptional items and Tax	50,10,920	(1,25,47,412)
	Adjustments for:		
	Depreciation	3,06,144	3,06,159
	Operating Profit before Working Capital changes	53,17,064	(1,22,41,253)
	Adjustments for:		
	Decrease(increase)in loans and advances	(35,000)	38,09,130
	Decrease(increase)in other current assets	(45,000)	4,66,458
	Increase/(decrease) in non current financial Liabilities	72,14,723	29,24,879
	Increase/(decrease) in other Current financial Liabilities	(2,11,99,710)	62,47,959
	Increase/(decrease) in other Current Liabilities	(4,18,14,136)	4,95,91,815
	Net Cash from Operating activities	(5,05,62,059)	5,07,98,988
B	Cash Flow from Investing activities		
	Increase in current investment	5,07,72,517	(5,07,72,517)
	Net Cash from Investing activities	5,07,72,517	(5,07,72,517)
C	Cash Flow from Financing activities	-	-
	Increase in Long term liabilities	-	-
	Net Cash used in Financing Activities	-	-
	Net Cash Flows during the year (A) + (B) + (C)	2,10,458	26,471
	Cash & Cash Equivalents (Opening Balance) as at 31-03-2018	-	64,671
	Cash & Cash Equivalents (Opening Balance) as at 31-3-2019	91,142	91,142
	Cash & Cash Equivalents (Closing Balance) as at 31-3-2020	3,01,600	-

*Statement on Significant Accounting Policies and Notes to the Financial Statements are an integral part of this cash flow Statement.

*This is the Cash Flow Statement referred to in our Report of even date.

For Venkatesh & Co

Chartered Accountants
FRN: 004636S

V. Dasaraty

Partner
M.No : 026336

Place : Chennai
Date: 16 June 2020

For and on behalf of the Board

E N Rangaswami

Director
(DIN: 06463753)

L. Nirmala
Company Secretary

B Narendran

Director
(DIN: 01159394)

R.Subbaraya Davey
Chief Financial Officer

SIGNIFICANT ACCOUNTING POLICES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2020

1 Overview

1.1. Company Overview

India Radiators Limited (IRL) is a public limited company incorporated and domiciled in India and has its registered office at Chennai, Tamilnadu India.

1.2. Basis of Preparation of Financial Statements:-

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The year end figures are taken from the source and they are rounded to the nearest digits.

1.3. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4. Cash Flow Statement

Cash Flows are reported using the indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating investing and financing activities of the company are segregated based on the available information.

1.5. Critical accounting estimates

A) Revenue recognition

Revenue is recognised on accrual method on rendering of services when the significant terms of the arrangement are enforceable, services have been delivered and collectability is reasonably assured.

- a. Revenue is recognised based on the contract with customers.
- b. Interest income is recognised based on accrual basis
- c. Other Income were accounted on accrual basis

B) Expenditure

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities

1.6. Property, Plant and Equipment

The land and properties of the company are stated at fair value and depreciation provided on straight line method over the estimated useful lives of the assets. Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The Company depreciates property, plant and equipment over their estimated useful lives using the Straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Amounts paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date and cost of property, plant, and equipment not ready for intended use before such date are disclosed under capital work-in-progress. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized

in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.7. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU (Cash Generating Unit) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is adjusted to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.8. Financial Instruments

1. Initial recognition

- a. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable to the transaction costs.
2. (i) Financial assets carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (ii) They are presented as current assets except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method less any impairment loss.
- (iii) Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.
- (iv) Cash and cash equivalents comprise cash on hand and in banks.

3. Financial assets at fair value through other comprehensive income :

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

5. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9. Employee benefit

Compensated absences: The employees of the company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at the end of each financial year.

1.10. Foreign Currency Transactions

There are no such transactions in the current financial year.

1.11. Segment Reporting

The Company operates only in one segment – automobile parts.

1.12. Income tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

- (a) **Current income tax:** Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously
- (b) **Deferred income tax:** Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

2. Property Plant and Equipment

(In Rupees)										
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2019	ADDITIONS	DELETIONS (Change in fair value as per IND AS)	TOTAL 31-03-2020	AS AT 01-04-2019	DELETIONS	FOR THE YEAR	TOTAL	AS AT 31-03-2020	AS AT 31-03-2019
Tangible Assets										
Freehold Land	18,53,10,000		6,65,10,000	11,88,00,000	-	-	-	-	11,88,00,000	18,53,10,000
Leasehold Land	89,546	-		89,546	-	-	-	-	89,546	89,546
Buildings	96,58,120	-		96,58,120	87,32,971	-	3,06,144	90,39,115	6,19,005	9,25,149
Computers	15,53,316	-		15,53,316	15,50,210	-		15,50,210	3,106	3,106
Plant & Machinery	2,84,65,800	-		2,84,65,800	2,70,42,510	-		2,70,42,510	14,23,290	14,23,290
Furniture and Fixtures	10,25,617	-		10,25,617	10,25,617	-		10,25,617	-	-
Vehicles	2,42,002	-		2,42,002	2,42,002	-		2,42,002	-	-
Electrical Installation	25,16,241	-		25,16,241	23,90,429	-		23,90,429	1,25,812	1,25,812
Air Conditioner	3,01,754	-		3,01,754	3,01,754	-		3,01,754	-	-
Office Equipments	5,17,179	-		5,17,179	5,17,179	-		5,17,179	-	-
Total	22,96,79,575		6,65,10,000	16,31,69,575	4,18,02,672	-	3,06,144	4,21,08,816	12,10,60,759	18,78,76,903
Previous Year	16,80,69,575	6,65,10,000	6,65,10,000	22,96,79,575	4,14,96,513	-	3,06,159	4,18,02,672	18,78,76,903	12,65,73,062

3. Financial Assets- Current Investments

(In Rupees)

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in mutual fund		
SBI Liquid Fund	-	5,07,72,517
Total	-	5,07,72,517

4. Cash & Cash Equivalents

Cash on Hand	-	-
Balance with Bank in Current A/c	3,01,600	91,142
Total	3,01,600	91,142

5. Loans & Advances

Unsecured, considered good		
Other Advances	35,000	-
Total	35,000	-

6. Other Current Assets

Prepaid Expenses	1,559	1,559
GST Credit	45,000	-
Total	46,559	1,559

7. Share Capital

Authorised Capital		
20,00,000 Equity Shares of Rs.10/- each	2,00,00,000	2,00,00,000
1,60,00,000 9% Cumulative redeemable preference shares of Rs.10/- each.	16,00,00,000	16,00,00,000
Total	18,00,00,000	18,00,00,000
Issued, Subscribed & Paid-up Capital		
9,00,000 Equity Shares of Rs.10/- each fully paid up	90,00,000	90,00,000
Total	90,00,000	90,00,000

Number of Equity Shares at the beginning and end of the reporting year

Particulars	As at 31-03-2020		As at 31-03-2019	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	9,00,000	90,00,000	9,00,000	90,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the close of the year	9,00,000	90,00,000	9,00,000	90,00,000

Details of Shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31-03-2020		As at 31-03-2019	
	No. of shares	% of Holding	No. of shares	% of Holding
Seetha Chidambaram *	3,09,524	34.39%	3,09,524	34.39%
South India House Estates and Properties Ltd	47,188	5.24%	47,188	5.24%
MAHLE BEHR GmbH & Co KG	46,140	5.13%	46,140	5.13%

***Note : 3,09,524 shares have been pledged in favour of lenders for inter corporate deposit received by the company**

8 Other Equity
(In Rupees)

Particulars	Reserves and surplus				Total
	Share application money pending allotment	Capital Reserve	Dividend Equalisation Reserve	Retained earnings*	
Balance as at 1 April 2018	-	1,125	75,000	(7,03,53,823)	(7,02,77,698)
Profit for the year	-	-	-	(2,52,29,782)	(2,52,29,782)
Other comprehensive income	-	-	-	6,16,10,000	6,16,10,000
Total comprehensive Income for the year	-	-	-	3,63,80,218	3,63,80,218
Any other changes	-	-	-	-	-
Balance as at 31 March 2019	-	1,125	75,000	(3,39,73,605)	(3,38,97,480)
Balance as at 1 April 2019	-	1,125	75,000	(3,39,73,605)	(3,38,97,480)
Profit for the year	-	-	-	1,95,06,537	1,95,06,537
Other comprehensive income	-	-	-	(6,65,10,000)	(6,65,10,000)
Total comprehensive Income for the year	-	-	-	(4,70,03,463)	(4,70,03,463)
Any other changes	-	-	-	-	-
Balance as at 31 March 2020	-	1,125	75,000	(8,09,77,068)	(8,09,00,943)

*** Note: Retained Earnings includes Other Comprehensive Income.**

9. Other Financial Liabilities (Non Current)**(In Rupees)**

Particulars	As at 31.03.2020	As at 31.03.2019
9% Redeemable Cumulative Preference Share Capital	7,87,92,032	7,58,67,153
Add :IND AS adjustments - Interest	72,14,723	29,24,879
Sub Total	8,60,06,755	7,87,92,032

10. Deferred Tax

Opening Balance	3,67,88,000	2,41,05,630
Deferred tax for the year	(1,44,95,617)	1,26,82,370
Total	2,22,92,383	3,67,88,000

11. Other Current Financial Liabilities

Liability for Expenses	49,33,435	5,65,05,000
Duties & Taxes	3,14,164	16,837
Inter corporate deposits	6,91,48,004	35,00,000
Total (A)	7,43,95,603	6,00,21,837
Estate of V Chidambaram	-	3,27,75,543
Add : IND AS adjustments - Interest	-	27,97,933
Total (B)	-	3,55,73,476
Total(A+B)	7,43,95,603	9,55,95,313

12. Other Current Liabilities

Other Payables	7,00,120	24,64,256
Advance for sale of property	-	5,00,00,000
Advance for sale of assets	99,50,000	-
Total	1,06,50,120	5,24,64,256

13. Income from Operations**(In Rupees)**

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Labour Receipts	68,239	1,47,797
Total	68,239	1,47,797

14. Other Income

Dividend	7,56,650	7,72,519
Miscellaneous Income	26,50,000	-
Income tax refund	37,520	-
Interest on Income tax refund	2,060	-
Credit Balances written Back	1,61,29,421	-
Total	1,95,75,651	7,72,519

15. Employment Benefit Expenses**(In Rupees)**

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Salaries	11,87,323	10,74,312
Total	11,87,323	10,74,312

16. Finance Cost

Notional Interest on Unsecured loan	-	27,97,931
Notional interest on Redeemable Preference Shares	72,14,723	29,24,878
Interest on Inter corporate deposits	19,18,493	1,99,315
Total	91,33,216	59,22,124

17. Other Expenses

Power and fuel	8,56,153	8,04,777
Loans and Advances written off	-	38,09,130
Bank Charges	917	354
Auditors remuneration-statutory audit	50,000	55,000
Rates & Taxes	8,58,145	3,90,765
Filing Fees	19,124	20,634
Repairs & Maintenance	-	1,700
Postage and Telephone Charges	42,646	2,05,735
Professional and Consultancy Charges	13,72,000	2,86,721
Travelling and Conveyance	3,460	1,604
Printing & Stationery	55,516	77,518
Advertisement	-	12,360
Insurance	2,096	4,317
Advance Tax Written off	-	4,64,337
Security Charges	5,94,157	-
Miscellaneous Expenses	1,52,073	30,181
Total	40,06,287	61,65,133

18. Expenditure in foreign currency during the current period**NIL****NIL****19. Earnings in Foreign Exchange received during the current period****NIL****NIL**

20. As per Ind AS 24, the disclosures of transactions with the related parties are given below:

Related Parties:

Key Managerial Personnel:

Mr. K.Nadanasundaram, Whole-time Director

Holding Company:

Mercantile Venture Limited

The following are transactions and Closing Balances with the related parties during current year

(In Rupees)

Particulars	31 March 2020	31 March 2019
Transactions with related parties :		
Whole-time Director's remuneration	3,00,000	3,00,000
Mercantile ventures Limited		
Inter corporate deposit & advances received	6,55,12,859	20,00,000
Interest paid on Inter corporate deposit	17,68,493	1,27,123
Notional Interest on Preference shares	72,14,723	29,24,878
Closing Balances:		
Mercantile ventures Limited		
9% Redeemable Cumulative Preference Share Capital	8,60,06,755	7,87,92,032
Inter corporate deposit & advances	6,75,12,859	20,00,000

21 Contingent liabilities and commitments (to the extent not provided for):

Particulars	As at 31 March 2020	As at 31 March 2019
i) Contingent liabilities :		
a) Claims against the company not acknowledged as debt;	Nil	Nil
b) Guarantees-charge created on company's asset for third party loan	Nil	Nil
c) Other money for which the company is contingently liable.	Nil	Nil
ii) Commitments:		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
b) Uncalled liability on shares and other investments partly paid;	Nil	Nil
c) Other commitments (specify nature)	Nil	Nil

22 The figures for the previous year have been regrouped / reclassified wherever necessary.