

COMPANY NO: L67120GJ1994PLC023561  
AUTHORIZED CAPITAL: 14,50,00,000/-

# **CITIZEN INFOLINE LIMITED**

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

## Contents

Company Information .....	3
Notice .....	4
Annexure I to the Notice .....	8
Annexure II to the Notice .....	8
Directors' Report .....	10
Annexure A – Secretarial Audit Report .....	13
Annexure– B– Extract of Annual Report .....	15
Annexure – C– Conservation of Energy, Technical Absorptions and Forex Details .....	20
Management Discussion and Analysis .....	21
Corporate Governance .....	22
Certification by Management .....	31
Auditor's Certification on Corporate Governance .....	31
No Disqualification Certificate from Company Secretary in Practice .....	32
Independent Auditor's Report .....	33
Annexure – A – Reporting Under CARO 2016 .....	35
Annexure – B – Report on Internal Finance Control .....	37
Financial Statements .....	39

## Company Information

- **BOARD OF DIRECTORS:-**

○ Omprakash L Jain	-	Managing Director
○ Harsh O Jain	-	Director <sup>1</sup>
○ Ravindra O Jain	-	Director
○ Kasturi R Jain	-	Director
○ Vikas H Jirawala	-	Independent Director
○ Mitesh A Jain	-	Independent Director
○ Sandeep M Jain	-	Independent Director
○ Chandana Borah	-	Independent Director <sup>2</sup>

- **Chief Financial Officer**

- Alpa Rajeshkumar Mehta

- **Company Secretary**

- Reena Harsh Shah

- **AUDITORS:-**

**M/S. MANTHAN M SHAH & ASSOCIATES**

Chartered Accountants

4B-414, Maradia Plaza,  
B/H. Law College,  
Nr. Associated Petrol Pump,  
C. G. Road,  
Ahmedabad – 380006

- **BANKERS:-**

- HDFC Bank

- **REGISTERED OFFICE:-**

411, Sakar – II,  
Ellis Bridge, Ashram Road,  
Ahmedabad – 380 006

- **SHARE REGISTER AND TRANSFER AGENT:-**

**LINK INTIME INDIA PRIVATE LIMITED**

05<sup>th</sup> Floor, 506 to 508,  
Amarnath Business Centre – 1 (ABC-1),  
Beside Gala Business Centre,  
Nr. St. Xavier's College Corner,  
Off C G Road, Ellis bridge,  
Ahmedabad-380006  
Ph. – 079-26465179

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<sup>1</sup> Resigned on 2 March 2020

<sup>2</sup> Resigned on 2 March 2020

## Notice

Notice is hereby given that the **26<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **CITIZEN INFOLINE LIMITED** will be held on 30<sup>th</sup> September 2020, Wednesday at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad-380006 at noon to transact the following business:

- **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet for the year ended **31<sup>st</sup> March 2020**, the Profit and Loss Account, the Statement of Change in Equity and Cash flow statement as at that date, notes thereon and the reports of the Directors and the Auditor thereon.
2. To appoint a director, Mr. Ravindra Jain (DIN –00412684) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director, Mrs. Kasturi Jain (DIN – 06851177) who retires by rotation and being eligible, offers herself for re-appointment.

- **Special Business**

4. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “Special Resolution”.

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 10 Crores (Rupees Ten Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.” “

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

5. **Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs 10 Crores (Rupees Ten Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**By the Order of the Board of Directors**

**Place: Ahmedabad  
Date: 29/06/2020**

**Reena Shah  
Company Secretary**

**NOTES:**

**1. Communication and updating of Communication records**

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is annexed to this report Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.citizeninfo.com](http://www.citizeninfo.com) and website of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
  - 1.2. For receiving all communication (including Annual Report) from the Company electronically:
    - a) Members who are holding shares in physical mode and who have not registered/updated their email address by sending copy of their share certificate, PAN card, mobile number through email to the [acc@info.com](mailto:acc@info.com). It will be subject to verification by the company.
    - b) Members who are holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.
  - 1.3. The member representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.
  - 1.4. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in the dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
  - 1.5. All Members are requested to send a nomination for each member folio to the Company's Registrar.
  - 1.6. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form. Given the above and to avail various benefits of dematerialization, members are advised to dematerialize shares physically held by them.**
  - 1.7. Corporate Members intending to send their representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution along with specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting. An appropriate Board Resolution must support proxies submitted on behalf of Corporate Members.
  - 1.8. Members holding Shares in Physical form are requested to intimate immediately to the Registrar & Transfer Agent of the Company, **M/s. LINK INTIME INDIA PRIVATE LIMITED, 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellis bridge, Ahmedabad-380006**, quoting the Registered Folio Numbers (a) details of their email ID (b) Change in their address if any with the Pin Code Number. The company sends all the communications like an annual report, notice, etc. through email to the shareholders whose email id is available in the record of the company.
  - 1.9. The members representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.
2. Members are requested to intimate to the Company, queries, if any, on the accounts at least ten days before the date of the meeting to enable the management to keep the required information available at the meeting.
  3. The Equity Shares of the Company is listed at the Stock Exchange, Mumbai (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Company Code: 538786). The annual listing fee for the financial year 2019-20 has been paid to the Stock Exchange.

4. The Registrar of members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2020 to 30<sup>th</sup> September 2020(both days inclusive). The Record date will be 18<sup>th</sup> September 2020.

5. The members representing more than one folio in same names (or same sequence of names in case of the joint name) are requested to approach the Company's Registrar for consolidation of their folios into a single folio for simplification.

6. Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Meeting.

7. A Statement under Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.

8. The Company will ensure proper social distancing at the Annual General Meeting of the Company. The Company will do a temperature check of all persons at the entrance and will allow entries only to all those, whose temperate is found to be normal. The Members must wear a proper mask throughout the meeting. Entry without mask shall not be allowed. Members who have been diagnosed with Covid or have any symptoms of it, are advised to avoid participating in meeting. Such members shall send a proxy on their behalf. The Company reserve right to deny entry to any member on suspicion of being Covid positive. The company shall not be held liable for any infection or damage caused to any member due to participating in AGM.

9. In compliance with the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Amendment Rules, 2015 and clause 35B of the Listing agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting services. The facility of casting the votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) is provided by Central Depository Services Limited (CDSL).

10. All the directors except Independent directors are interested in Resolution 4 and 5.

**11. Procedure for Remote E-voting**

11.1. According 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 the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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. CDSL will provide the facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM.

11.2. The Board has appointed CS Jolly Patel, PCS as scrutinizer for this Annual General Meeting.

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

- a) The voting period begins on 27<sup>th</sup> September 2020 at 11.00 am and ends on 29<sup>th</sup> September 2020 at 5.00 pm. During this period shareholders of the Company, who are holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> September 2020 may cast their vote electronically. CDSL shall disable the e-voting module for voting after that.
- b) Shareholders who have already voted before the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d) Click on "Shareholders" module.
- e) Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- f) Next, enter the Image Verification as displayed and Click on Login.
- g) If you were holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your ten-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 / communicated by mail indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account, or the company records to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- h) If you are a first time user follow the steps given below:
- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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 enter their login password in the new password field mandatorily. 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 the utmost care to keep your password confidential.
- k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant **Citizen Infoline Limited** on which you choose to vote.
- m) 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 consent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) 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.
- s) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app during Remote Voting on your mobile.

#### 11.4. Process for those shareholders whose email address are not registered with Depositors

Such shareholders can obtain their login credentials as follows.

- a) For Physical shareholders- please provide necessary details like Folio No., Name of a 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 **acc@infoline.com**.
- b) 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 **acc@infoline.com**.

12. Members are requested to note that under Clause 49 of the Listing Agreement with the Stock Exchange, brief particulars including shareholding of the Directors proposed to be appointed/re-appointed is given below and forms part of the Notice.

**By the Order of Board of Directors**

Place: **Ahmedabad**

Date: **14/08/2020**

**Reena Shah**  
**Company Secretary**

### Annexure I to the Notice

#### NOTES ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 25th ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED INTO WITH STOCK EXCHANGES.

Profile of Directors being appointment/ Re-appointment under Item Nos. 2 & 3 of the above Notice:

Name of Director	Mr. Ravindra Jain	Mrs Kasturi Jain
Date of Birth	18/12/1984	27/11/1985
Date of Appointment	01 <sup>st</sup> May, 2006	26/03/2014
Qualification	Graduate	Graduate
Expertise in Specific Functional Area	He is Graduate and having experience of more than 9 years in this field. He is looking after the marketing. The Company will be benefited from his knowledge and experience.	She is a Graduate in Master of Commerce. She is providing valuable support to the management of the company. She is the young and dynamic face of the company.
Directorship in Other Companies (Excluding Private & Foreign Companies)	Nil	Nil
Membership/Chairmanship of Committee (includes only the Audit Committee & Investor Grievances Committee)	NIL	Nil
Shareholding as on 31 <sup>st</sup> March 2020	671000 Equity shares	242,600 Equity Shares

### Annexure II to the Notice

#### Explanatory Statement in pursuant to Section 102 of Companies Act 2013

- Item 4

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Citizen Group.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.



- **Item 5**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

**By the Order of Board of Directors**

Place: **Ahmedabad**

Date: **14/08/2020**

**Reena Shah**  
**Company Secretary**

## Directors' Report

To  
The Members,  
Citizen Infoline Ltd.,

Your Directors have great pleasure in presenting the 26<sup>th</sup> **ANNUAL REPORT** and the **Audited Statement of Accounts** of the Company for the year ended on **31st March 2020**.

• **FINANCIAL RESULTS: -**

(` in lacs)		
Particulars	Amount for 2019-20 ₹	Amount for 2018-19 ₹
Profit before Depreciation & Taxation	(8.48)	17.91
Less: Depreciation	Nil	(18.23)
Less: Provision for Taxation	Nil	2.17
Exceptional Items	1.92	0.00
Net Profit after Tax	(6.56)	1.86

• **PERFORMANCE REVIEW: -**

The Company is facing a tough competition from the markets. It has adversely affected its growth potential. This has led to fall of 40% in its turnover in Financial year 2019-20. It has closed all its branches and focused on Ahmedabad city only to minimize its losses. Further, it has been adversely impacted through lockdown due to Covid19. The company anticipated a considerable change in its business model post normalization of economy. It does not expect any growth in near future. It is also in search of a suitable business opportunity to diversify its business.

• **DIVIDEND:-**

The dividend payout for the year under the review has been formulated by the company's policy to pay substantial dividend linked to long-term performance, keeping in view the company's need for capital for its growth plans and the intent to finance through internal accruals to the maximum. Your directors have always wished to appreciate the trust and faith of its members by paying them appropriate dividends. As the Company has not made enough profit during the year, Directors of the Company do not recommend any dividend in the current year.

• **PUBLIC DEPOSITS:-**

During the year under review, the Company has not accepted any deposits from the public within the meaning of Companies Act, 2013.

• **INSURANCE:**

All the existing properties, including Building, are adequately insured.

• **DIRECTORATE: -**

Under the provisions of Companies Act, 2013 Mr. Ravindra Jain and Mrs. Kasturi Jain directors of the Company, who retires by rotation and being eligible, offer themselves for re-appointment. Mr. Ravindra Jain and Mrs. Kasturi Jain have offered themselves for re-appointment. Members are requested to approve their appointment.

• **SECRETARIAL STANDARDS: -**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

• **FORMAL EVALUATION STATEMENT**

Formal evaluation statement u/s 134(3)(p) of the Companies Act, 2013 is attached herewith to the report. The evaluation includes evaluation of board as a whole, individual director and of every committee of the board. The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, inter-alia, of the following parameters:

- a. Directors bring an independent judgment on the Boards' discussions utilizing his knowledge and experience, especially on issues related to strategy, operational performance and risk management.
- b. Directors contribute new ideas/insights on business issues raised by Management.
- c. Directors anticipate and facilitate deliberations on new issues that Management and the Board should consider.
- d. The Board/Committee meetings are conducted in a manner which facilitates open discussions and robust debate on all key items of the agenda.
- e. The Board receives adequate and timely information to enable discussions/decision making during Board Meetings.
- f. The Board addresses the interests of all stakeholders of the Company.
- g. The Committee is delivering on the defined objectives.
- h. The Committee has the right composition to deliver its objectives.

• **AUDITORS: -**

Mr. Manthan M. Shah and Associates (FRN: 145136W), Chartered Accountants, Ahmedabad, Statutory Auditors of the Company have been appointed for five years as per the provision of the Companies Act until the Conclusion of 28<sup>th</sup> Annual General Meeting. They have confirmed that they are not disqualified from holding the office of the Statutory Auditor of the Company.

• **AUDITORS' REPORT:**

The observations made in the Auditors Report are self-explanatory and therefore, need not require any further comments by the board of directors.

• **SECRETARIAL AUDIT REPORT**

In under Section 204 of the Companies Act, 2013, the Board has appointed Ms. Jolly Krutesh Patel, Practicing Company Secretary to conduct the Secretarial Audit for the year 2019-20. The Board attaches herewith secretarial audit report issued by Practicing Company Secretary in Annexure A to this report. There are no remarks or comments in the said report which requires clarifications by the board.

• **ABSTRACTS OF ANNUAL RETURN**

Under the requirement of 93 (3) of Companies Act, 2013, the abstracts of annual return is herewith attached in Annexure B of the report in prescribed Form No MGT-9.

• **DIRECTORS' RESPONSIBILITY STATEMENT: -**

Under the requirement under section 134(3)(c) of Companies Act 2013, concerning Directors' Responsibility Statement, it is at this moment confirmed.

- (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 to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records by the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; 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.

- **PARTICULARS OF EMPLOYEES: -**

During the year, there were no employees, within the organization, who received remuneration exceeding Rs.60,00,000/- p.a. or if employed for part of the year drawing remuneration of more than Rs. 5,00,000/- p.m. as prescribed.

- **RISK MANAGEMENT POLICY**

The Risk management policy of the company has been discussed in detail in the Management Discussion & Analysis Report, which forms part of this directors' report, attached with the annual report.

- **INTERNAL FINANCIAL CONTROLS**

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

- **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material by the policy of the Company on the materiality of related party transactions.

- **CORPORATE GOVERNANCE:-**

The Company has generally implemented the procedure and adopted practices in conformity with the Code of Corporate Governance as enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges. The Management Discussion & Analysis and Corporate Governance Report are made a part of the Annual Report. A Certificate from the Practicing Company Secretaries regarding the compliance of the conditions of the Corporate Governance is given in Annexure, which is attached hereto and forms part of Directors' Report.

- **NUMBER OF BOARD MEETINGS**

During the year, the company had conducted a total of seven board meetings. Notice for them was given properly, and a due quorum was present at the above meetings. The dates of the meetings are 01/04/2019, 24/05/2019, 27/07/2019, 23/10/2019, 17/01/2020, 20/01/2020 and 02/03/2020.

- **NOMINATION AND REMUNERATION COMMITTEE**

The Board has formed a nomination and remuneration committee as required under section 178(1) of Companies Act, 2013. The company has disclosed policies as required under 178 (3) of Companies Act in its Corporate Governance Statement, forming part of directors' report. The Same can be accessed on website of the Company [www.citizeninfoonline.com](http://www.citizeninfoonline.com)

- **AUDIT COMMITTEE**

The Board has constituted Audit Committee as required under section 177(1) of Companies Act, 2013. The Composition of the same has been disclosed in the Corporate Governance report forming part of the directors' report. During the year, the Board has agreed to all recommendations of the audit committee.

- **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- a) The issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) The issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- **VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The vigil mechanism has been disclosed in detail in the corporate governance policy of the company which forms part of the Annual Report.

- **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to the above has been given to the Annexure C to Directors' Report.

- **ACKNOWLEDGEMENT:-**

Your Directors take this opportunity to acknowledge with gratitude for the trust reposed in the Company by the Shareholders, Investors and Readers/Customers, Corporations and Government Authorities. Directors of your Company specifically express their gratitude to the Bankers, which has extended their full support to the Company. Further, Your Directors also keenly appreciate the dedication & commitment of the Employees of the Company.

**For and on behalf of the Board of Directors**

**Place: Ahmedabad**

**Date: 14/08/2020**

**(Omprakash L Jain)**

**Managing Director**

**DIN: 00171365**

**(Ravindra O Jain)**

**Director**

**DIN: 00412684**

**Annexure A – Secretarial Audit Report**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

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

**To,**

**The Members,**

**Citizen Infoline Limited**

**[CIN: L67120GJ1994PLC023561]**

**411, Sakar II, Ellis Bridge,**

**Ahmedabad – 380 006.**

I have conducted a secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CITIZEN INFOLINE LIMITED (CIN: L67120GJ1994PLC023561) (hereinafter called "the Company") during the financial year from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020 ("the year" / "audit report" / "period under review"). The Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined the books, papers, minute books, forms, return filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March 2020 according to the provision 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 Foreign Exchange Management Act, 1999 to the extent applicable in respect of Foreign Direct Investment and Overseas Direct Investment.
- (v) **The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:**
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; (Not Applicable to the Company during the Audit period)
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, dealing with a client; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) The Securities and Exchange Board of India (Share-based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India.
- (j) Listing agreements entered into by the Company with BSE Limited (BSE).

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

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on the test-check basis, the Company has complied with the following laws apply specifically to the Company.

1. Factories Act, 1948;
2. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
3. The Payment of Gratuity Act, 1972;
4. Reserve bank of India Act, 1934;
5. Air Pollution Control Act;
6. Indian Contract Act, 1872;
7. Income Tax Act, 1961 and Indirect Tax laws;
8. Indian Stamp Act, 1999;
9. Negotiable Instruments Act, 1881;
10. The Customs Act, 1962
11. The Sale of Goods Act, 1930
12. Micro, Small and Medium Enterprise Development Act, 2006 and many other Acts.
13. Goods and Services Tax Act, 2014

**I Further report that**

- A. The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also has a woman director. There was no change in the composition of the Board of Directors during the period under review.
- B. Adequate notice is given to all directors to schedule the Board Meetings except where the consent of directors is obtained for scheduling meeting at shorter notice, agenda and detailed notes on the 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.
- C. A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.  
All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committees of the Board, as the case may be.  
I further report as regards the compliance mechanism in place that there are reasonably adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines  
I further report that during the audit period there were no specific events/actions having a significant bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

**PLACE: AHMEDABAD**

**DATE: 14.08.2020**

**JOLLY KRUTESH PATEL**  
**PRACTISING COMPANY SECRETARY**  
**ACS: 37285 COP No. 21010**  
**UDIN: A037285B000580102**

## Annexure I to the Secretarial Audit Report

To,  
The Members,  
Citizen Infoline Limited  
[CIN: L67120GJ1994PLC023561]  
411, Sakar II, Ellis Bridge,  
Ahmedabad – 380 006.

Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31<sup>st</sup> March 2020 is to be read along with this annexure.

1. The Company's management is responsible for the maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. My responsibility is to express an opinion on the secretarial records produced for my audit. My examination was limited to the verification of the procedure on a test basis.
2. I have followed the audit practices and process as I considered appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on a test basis to ensure that correct fact are reflected in Secretarial records. I believe that the process and practice, I followed, provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. I have obtained the Management's representation about the compliance of law, rules and regulations and happening of events, etc., wherever required.
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: AHMEDABAD  
DATE: 14.08.2020

JOLLY KRUTESH PATEL  
PRACTISING COMPANY SECRETARY  
ACS: 37285 COP No. 21010  
UDIN: A037285B000580102

## Annexure– B– Extract of Annual Report

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2020

[Under Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

(i)	CIN:	L67120GJ1994PLC023561
(ii)	Registration Date:	14/11/1994
(iii)	Name of the company:	CITIZEN INFOLINE LIMITED
(iv)	Category/Sub-Category of the Company:	Public Company/Limited by shares
(v)	Address of the registered office and contact details:	411, Sakar – II, Ellisbridge, Ashram Road, Ahmedabad – 380 006 Tel: +91-79-2658 5555
(vi)	Whether Listed Company:	Yes
(vii)	Name, Address and Contact details of Registrar And Transfer Agents, if any:	Linkintime India Private Limited 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1) Beside Gala Business Centre Nr. ST. Xavier's College Corner, Off C.G. Road, Ellisbridge, Ahmedabad – 380 006 Tel: +91-79-2646 5179

#### 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:-

Sl. No.	Name and Description of the main products/services	NIC Code of the Product/service	% of the total turnover of the company
1	SERVICES SECTOR- YELLOW PAGES DIRECTORY	222	50
2.	SALE OF SPACE OR TIME FOR ADVERTISEMENT PRINT & ELECTRONIC MEDIA	221	50

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

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NA					

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
A. Promoter(s)									
(1) Indian									
a) Individual/ HUF	3159900	0	3159900	58.55	3159900	0	3159900	58.55	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	<b>3159900</b>	<b>0</b>	<b>3159900</b>	<b>58.55</b>	<b>3159900</b>	<b>0</b>	<b>3159900</b>	<b>58.55</b>	<b>0</b>
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	<b>3159900</b>	<b>0</b>	<b>3159900</b>	<b>58.55</b>	<b>3159900</b>	<b>0</b>	<b>3159900</b>	<b>58.55</b>	<b>0</b>
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	21500	21500	0.40	0	21500	21500	0.40	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	<b>0</b>	<b>21500</b>	<b>21500</b>	<b>0.40</b>	<b>0</b>	<b>21500</b>	<b>21500</b>	<b>0.40</b>	<b>0</b>



2. Non-Institutions									
a) Bodies Corp.	20501	105100	125601	2.33	18901	105100	124001	2.30	(0.03)
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	475697	1496900	1972597	36.55	488499	1485700	1974199	36.58	0.03
ii) Individual shareholders holding nominal share capital more than Rs 2 lakh	61200	0	61200	1.13	61200	0	61200	1.13	0
c) Others (specify)	24302	32200	56502	1.04	24300	32200	56500	1.04	0
Sub-total (B)(2):-	581700	1634200	2215900	41.05	592900	1623000	2215900	41.05	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	581700	1655700	2237400	41.51	592900	1644500	2237400	41.45	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3741600	1655700	5397300	100	3752800	1644500	5397300	100	0

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of the total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of the total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	OMPRAKASH LALCHAND JAIN	776200	14.38	0	776200	14.38	0	0
2	RAVINDRA O JAIN	671000	12.43	0	671000	12.43	0	0
3	UGMADEVI O JAIN	702500	13.01	0	702500	13.02	0	0
4	KASTURI R JAIN	242600	4.50	0	242600	4.50	0	0
5	HARSH O JAIN	767400	14.22	0	767400	14.22	0	0
6	SANGITA D JAIN	100	0.00	0	100	0.00	0	0
7	DHANPATRAJ L JAIN	100	0.00	0	100	0.00	0	0
	Total Amount:-	3159900	58.55	0	3519900	58.55	0	0

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

Sl. No.		Shareholding at the beginning of the year		Shareholding at the beginning of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

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

Sl. No.		Shareholding	
		No. of shares	% of total shares of the company
	<b>Each of the Top 10 Shareholders</b>		
1	AMRUT SECURITIES LTD	71300	1.321
2	SHAILESH MOHANLAL PANCHAL	34800	0.6448
3	ANUPAM BOTHRA	26400	0.4891
4	APPLE MUTAL FUND	21500	0.3983

5	NG HARINATHAN	20000	0.3706
6	ASHOK P PATEL	20000	0.3706
7	JIVANBHAI NATHALAL PATEL	18500	0.3428
8	RAKESH N SHAH	15600	0.289
9	AMTHABHAI TRIKAMBHAI PATEL	15300	0.2835
10	SUNIL N SHAH	13100	0.2427

**(v). Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		%Cumulative Shareholding during the year	
	<b>Each of the Directors and KMP</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	OMPRAKASH LALCHAND JAIN				
	At the Beginning of Year	776200	14.38	776200	14.38
	At the End of the year	776200	14.38	776200	14.38
2	HARSH OMPRAKASH JAIN				
	At the Beginning of Year	767400	14.22	767400	14.22
	At the End of the year	767400	14.22	767400	14.22
3	UGMADEVI OMPRAKASH JAIN				
	At the Beginning of Year	702500	13.0158	702500	13.0158
	At the End of the year	702500	13.0158	702500	13.0158
4	RAVINDRA OMPRAKASH JAIN				
	At the Beginning of Year	671000	12.4321	671000	12.4321
	At the End of the year	671000	12.4321	671000	12.4321
5	KASTURI RAVINDRA JAIN				
	At the Beginning of Year	242600	4.4948	242600	4.4948
	At the End of the year	242600	4.4948	242600	4.4948
6	DHANPATRAJ LALCHAND JAIN				
	At the Beginning of Year	100	0.0019	100	0.0019
	At the End of the year	100	0.0019	100	0.0019
7	SANGITA DHANPATRAJ JAIN				
	At Beginning of Year	100	0.0019	100	0.0019
	At the End of the year	100	0.0019	100	0.0019

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,63,118	0	0	8,63,118
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	<b>8,63,118</b>	<b>0</b>	<b>0</b>	<b>8,63,118</b>
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	(8,63,118)	0	0	(8,63,118)
Net Change	(8,63,118)	<b>0</b>	<b>0</b>	(8,63,118)
Indebtedness at the end of the				

financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		OMPRAKASH LALCHAND JAIN	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	960000	960000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as % of profit	0	0
	- others, specify...		
	-Other Commission	0	0
5.	Others, please specify	0	0
	<b>Total (A)</b>	<b>960000</b>	<b>960000</b>
	Ceiling as per the Act		

##### B. Remuneration to other directors:

S. No.	Particulars of Remuneration		Total Amount		
1.	Independent Directors	0	0		
	• Fee for attending board committee meetings				
	• Commission	0	0		
	• Others, please specify	0	0		
	Total (1)	0	0		
2.	Other Non-Executive Directors	0	0		
	• Fee for attending board committee meetings				
	• Commission	0	0		
	• Others, please specify	0	0		
	Total (2)	0	0		
	Total (B) = (1+2)	0	0		
	<b>Total Managerial Remuneration</b>	<b>0</b>	<b>0</b>		
	Overall Ceiling as per the Act				
S. No.	Particulars of Remuneration		Total Amount		
		RAVINDRA JAIN	KASTURI JAIN	HARSH JAIN	
1.	Independent Directors	780000	660000	0	1440000
	• Fee for attending board committee meetings				
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2.	Other Non-Executive Directors	0	0	0	0

	• Fee for attending board committee meetings				
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B) = (1+2)	0	0	0	0
	<b>Total Managerial Remuneration</b>	<b>780000</b>	<b>660000</b>	<b>0</b>	<b>1440000</b>
	Overall Ceiling as per the Act				

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	291440	285484	576924
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits instead of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of the profit	0	0	0	0
	- others, specify	0			0
	-Other Commission	0	0	0	0
5.	Others, please specify	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>291440</b>	<b>285484</b>	<b>576924</b>

#### XII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

#### Annexure – C– Conservation of Energy, Technical Absorptions and Forex Details

- Disclosure as per the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

##### A. CONSERVATION OF ENERGY (FORM A)

Since the company is engaged in the service business, its operation does not involve substantial consumption of energy. However, the company has taken necessary care to conserve the scarce resources of the nation.

##### Form for disclosure of Particulars concerning the consumption of energy

Not Applicable

##### B. TECHNOLOGY ABSORPTION (FORM B)

The company has not imported any technology, but the company is very conscious of absorbing necessary technological advancement in its service. The company is continuously upgrading existing technology as well as innovating for cost reduction and quality improvements.

<b>C. FOREIGN EXCHANGE EARNINGS AND OUTGO</b>	<b>2019-20(`)</b>	<b>2018-19(`)</b>
Total Foreign Exchange Outgo	NIL	NIL
Total Foreign Exchange Earnings	NIL	NIL
Total Foreign Exchange Outgo (Capital Goods)	NIL	NIL

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: 14/08/2020

(Omprakash L Jain)

Managing Director

DIN: 00171365

(Ravindra O Jain)

Director

DIN: 00412684

### Management Discussion and Analysis

#### • **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The print and publishing industry has been profoundly altered by the digital media revolution. Newsprint is moving from print to the web even while the publishing industry at large is becoming digitized. The emergence of digital and online media has brought about a significant change in the core business model of the publishing industry. The change in technology and consumer behaviour has given to new opportunities and challenges for traditional publishers.

The repaid expansion of digital media has driven publishers to reduce costs and streamline their operations. Also, the pressure on publisher has increased as a growing number of consumers prefer access to online content. Publishers are now finding innovative ways to deliver content to users. Some of the emerging trends in the publishing industry include electronic books (eBooks), podcasts, blogs, mobile publishing, and self-publishing. Some publishers have also started focusing on new opportunities such as user-generated content and online communities.

#### • **FUTURE BUSINESS PROSPECTS:**

The Company is facing a tough competition from markets. There is a drastic change in the print and digital advertisement platforms. The Consumer behavior is also changing, which can pose a significant challenge to the nature of the business of the company.

#### • **OPPORTUNITIES & THREATS**

Yellow pages media is aiming to get as many people as possible searching its online sites, such as [www.infoline.com](http://www.infoline.com), as it continues to move beyond print directories and become a digital company. But low prices for internet advertising may reduce revenues and condition advertiser expectations in the long term, reducing the overall value of the market.

Any inability to accommodate increased user traffic, due to various factors, including systems or technology failure or obsolescence, on our website may cause unanticipated system disruptions, slower response time and degradation in quality of our service, which could have a material adverse effect on our business, reputation, financial condition and result of operations.

#### • **PERFORMANCE**

The Financial performance of the Company is discussed in Director's Report. The Audit Committee also reviews financial performance from time to time.

#### • **CHALLENGES AND FUTURE OUTPUT**

Our business strategy emphasizes the following:

1. Increase our market shares in India's expanding yellow pages & online advertising by following a disciplined growth strategy focusing on quality and not on quantity and delivering high-quality customer service.
2. Leverage our technology platform and open scalable systems to deliver more products to more customers and to control operating costs.
3. Develop innovative products and service that attract our targeted customers and address inefficiencies in the advertising sector.
4. Focus on high earnings growth with low volatility.

- **INTERNAL CONTROL SYSTEMS**

The Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises of well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

- **HUMAN RESOURCES MANAGEMENT**

The Company's belief in trust, transparency and teamwork improved employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing the effectiveness of operations and enabled the achievement of benchmarks in the industry. The company's ongoing objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders. Training and orientation programs are being arranged periodically, to update the employees in the work techniques. The overall human resources are positive, and we would be able to achieve the desired objectives effectively. The Company has developed an environment of harmonious and cordial relations with its employees.

- **CAUTION STATEMENT**

The statement in this Management Discussion and Analysis Report describing the Company's objectives, estimates etc. may be "Forward-Looking Statement" within the applicable laws & regulations. Actual results may vary from those expressed or implied; several factors that may affect Company's operations include Dependency on telecommunication and Information technology system, Government policies and several other factors. The company takes no responsibility for any consequences of the decision made, based on such statement and holds no obligation to update these in future.

- **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO**

During the year, there is no material change in the following ratios

- Debtors Turnover
- Interest Coverage Ratio
- Current Ratio
- Inventory Turnover Ratio
- Debt Equity Ratio
- Operating Profit Margin
- Net Profit Margin

**For and on behalf of the Board of Directors**

**Place: Ahmedabad**

**Date: 14/08/2020**

**(Omprakash L Jain) (Ravindra Jain)**

**Managing Director Director**

**DIN: 00171365 DIN: 00412684**

## **Corporate Governance**

Citizen Infoline Limited has established a tradition of the highest standards of corporate governance principals and best practices. The Company is committed to introducing corporate governance practices in tandem with domestics and international developments to position it to conform to the best governance practices.

### **1. Our Governance philosophy**

The company's philosophy on corporate governance envisages the attainment of the highest levels of transference, accountability and equity in all facets of its operation and all its interactions with its stakeholders including shareholders, employees, the government, lenders and the society. The company believes that all its operations and actions must achieve the underlying goal of enhancing overall shareholder value over a sustained period. In our commitment to practice sound governance principles, we are guided by the following core principles:

- **Transparency**  
To maintain the highest standards of transparency in all aspects of our interactions and dealings.
- **Disclosures**  
To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
- **Accountability**  
To demonstrate the highest levels of personal responsibility and continually affirm that employees are responsible for themselves for the pursuit of excellence.
- **Compliances**

To comply with all the laws and regulations as applicable to the company.

- **Ethical conduct**

To conduct the affairs of the company ethically.

- **Stakeholders' interests**

To promote the interests of all stakeholders including customers, shareholders, employees, lenders, vendors and the community.

## **2. Governance practices beyond regulatory requirements**

Our governance practices go beyond the statutory and regulatory requirements. We endeavour to follow the spirit of good governance than mere compliance with the conditions specified by regulatory authorities. With this objective, we have formulated, inter alia, the following policy documents and introduced best practices of governance:

### **2.1. Values and commitments**

We have set out and adopted policy documents on 'values and commitments' of the Company. We believe that any business conduct can be ethical only when it rests on the nine core values of honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.

### **2.2. Code of Ethics**

Our policy document on 'code of ethics', in essence, directs that our employees should conduct the business with integrity by excluding consideration of personal advantage.

### **2.3. Business policies**

Our 'business policies' contains the policy on fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety & environment and quality.

### **2.4. Separation of the Board's supervisory role from the executive management**

In line with the best global practices, we have adopted the policy of separating the Board's supervisory role from the executive management and splitting the posts of chairman and MD.

### **2.5. Prohibition of insider trading policy**

This document contains the policy on prohibiting trading in the equity shares of the Company, based on inside or privileged information.

### **2.6. Prevention of sexual harassment**

Our policy on prevention of sexual harassment aims at promoting a productive work environment and protects individual rights against sexual harassment.

### **2.7. Whistle Blower Policy**

Our whistleblower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistleblower from any adverse personnel action.

### **2.8. Risk Management**

The Company is exposed to risks from market fluctuations of foreign exchange, interest rates, commodity prices, business risk, compliance risks and people risks.

- **Foreign Exchange Risk:** The Company's policy is to actively manage its long-term foreign exchange risk within the framework laid down by the Company's FOREX Policy approved by the Board.
- **Interest Rate Risk:** Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk-mitigating strategy to minimize interest costs.
- **Commodity Price Risk:** The Company is exposed to the risk of price fluctuation on raw materials as well as finished goods in all of its products. The Company proactively manages these risks in inputs through forwarding booking, inventory management, proactive management of vendor development and relationships. The Company's strong reputation for quality, product differentiation and service, the existence of a powerful brand image and a robust marketing network mitigates the impact of price risk on finished goods.
- **Risk Element in Individual Businesses:** Apart from the risks on account of interest rate, foreign exchange and regulatory changes, various businesses of the Company are exposed to certain operating business risks, which are managed by regular monitoring and corrective actions.
- **Compliance Risk:** The Company is exposed to risks attached to various statutes and regulations, including the Competition Act, 2002. The Company is mitigating these risks through regular reviews of legal compliances, through internal as well as external compliance audits.
- **People Risk:** Retaining the existing talent pool and attracting new human resources are significant risks. The Company has initiated various measures such as the rollout of the strategic talent management system, training and integration of learning activities.

## **3. Boardroom practices**

### **3.1. Board charter**

The board of directors has adopted a comprehensive board charter. The charter has set out matters relating to board composition, scope and functions of the board and its committees, etc.

### 3.2. Tenure of independent directors

Tenure of independent directors on the board of the Company shall not extend beyond stipulated years, subject to their re-appointment on retirement by rotation as per statutory provisions.

### 3.3. Director's interaction with shareholders

Mr Omprakash Jain and Mr Ravindra O. Jain interact with shareholders on their suggestions and queries which are forwarded to the compliance officer.

### 3.4. Meeting of independent directors with operating team

The independent directors of the company meet in executive sessions with the operating teams in each of the respective areas, regularly as they deem necessary. These executive session discussions may include topics such as operating policies and procedures; risk management strategies;

Measures to improve efficiencies; performance and compensation; strategic issues for board consideration; the flow of information to directors; management progression and succession and others as the independent directors may determine. During these executive sessions, the independent directors have access to members of management and other advisors, as the independent directors may determine and deem fit.

### 3.5. Commitment of directors

The board meeting dates for the entire fiscal year are scheduled at the beginning of the year, and an annual calendar of meetings of the board and its committees are circulated to the directors. This enables the directors to plan their commitments and facilitate the attendance of all directors at the meetings of the board and its committees. Such planning of meetings enables the directors to plan their commitments, particularly in the context that the meetings of the board normally extend over the entire working day.

## 4. Governance practices being followed to promote the interests of our stakeholders

We have in the recent past introduced several trends setting governance practices to improve stakeholder satisfaction.

## 5. Compliance with clause 49 of the listing agreement

Citizen Infoline Limited is fully compliant with the mandatory requirements of clause 49 of the listing agreement formulated by Securities and Exchange Board of India (SEBI).

We present our report on compliance of governance conditions specified in clause 49.

### 5.1. Board of directors

#### 5.1.1. Board composition - Board strength and representation

As of March 31, 2020, the board consisted of Eight members. The composition of and the category of directors on the board of the company were as under:

Category	Particulars of Director
Promoter & Executive Director	- Omprakash L Jain (Managing Director) - Ravindra O Jain - Kasturi R. Jain - Harsh O Jain*
Promoter & Non Executive Director	
Independent & Non Executive Directors	- Vikas H. Jirawala - Chandana S Borah* - Mitesh A Jain - Sandeep M. Jain
Nominee Director	- Nil

\* Resigned on 2 March 2020

Directors Mr Omprakash Jain, Mr Ravindra O Jain, Ms. Kasturi Jain and Mr Harsh Jain are related to each other. No other director is related to any other director. You may visit our website for knowing formalization program imparted to the independent directors. You may visit our website for knowing code for independent directors.

#### 5.1.2. Conduct of board proceedings

The day to day business is conducted by the officers and the managers of the Company under the direction of the board led by the Chairman. The board holds six to seven meetings every year to review and discuss the performance of the company, its plans, strategies and other pertinent issues relating to the company.

The board performs the following specific functions in addition to the oversight of the business and the management:

- Review, monitor and approve major financial and business strategies and corporate actions.
- Assess critical risks facing the company their mitigation.
- Provide counsel on the selection, evaluation, development and compensation of senior management.
- Ensure that processes are in place for maintaining the integrity of
  - The company



- The financial statements
- Compliance with law
- Relationships with all the stakeholders
- A delegation of appropriate authority to the senior executives of the company or effective management of operations.

#### 5.1.3. Board meetings

Board Meetings were held during the year. They were held on 01/04/2019, 24/05/2019, 27/07/2019/ 23/10/2019, 17/01/2020, 20/01/2020 and 02/03/2020.

#### 5.1.4. Attendance of directors at the Board Meetings held during 2018-19 and the last Annual General Meeting (AGM)

Directors	Meetings In year	Meeting Attended	AGM
O. P. Jain	7	7	Yes
R. O. Jain	7	7	Yes
H. O. Jain	7	7	Yes
V. H. Jirawala	7	7	Yes
K R Jain	7	7	Yes
M A Jain	7	4	Yes
S M Jain	7	4	Yes
C S Borah	7	4	Yes

#### Notes:

- None of the Directors has a business relationship with the Company.
- None of the directors receive any loans and advance from the Company

#### 5.1.5. Other directorships

None of the directors holds directorships in more than ten public limited companies.

The details of directorships (including private limited, foreign company and companies under section 8 of the Companies Act, 2013), Chairmanships and the Committee memberships held by the directors as on March 31, 2020

Name of Directors	Number of other Membership / Directorship
O. P. Jain	1
H. O. Jain	1
R. O. Jain	2
Mr V. H. Jirawala	Nil
Mrs K R Jain	1
Mr M A Jain	1
Mr S M Jain	Nil
Mrs. C S Borah	Nil

#### Notes:

1. The information provided above pertains to the following committees by the provisions of clause 49 of the listing agreement: a. Audit committee b. Shareholders/investors' grievances committee
2. Membership of committees includes chairmanship if any.

#### 5.1.6. Membership of board committees

No director holds membership of more than ten committees of boards nor is any director a chairman of more than five committees of boards.

#### 5.1.7. Details of Directors

The abbreviated resumes of all Directors are furnished hereunder:

##### • Shree Omprakash Jain

He has been chairman of Citizen Group of Companies for last 25 years. He is the pioneer of the company towards new goals and achievement. The company has his valuable services since its incorporation.

##### • Shree Ravindra O Jain

He has been a director in the company for more than 12 years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.

##### • Shree Vikas H Jirawala

He is a Chartered Accountant and will be providing a valuable support to the management of the company. He is the young and dynamic face of the company.

- **Shree Harsh O. Jain**

He is MBA in finance and has been a director in the company for ten years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.

- **Smt. Kasturi R. Jain**

She is Graduate in Master of Commerce. She is providing valuable support to the management of the company. She is the young and dynamic face of the company.

- **Shree Mitesh A. Jain**

He is CFP& MBA and has been a director in the company for four years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.

- **Shree Sandeep M. Jain**

He is MBA and has been a director in the company for four years. He is providing valuable support to the management of the company. He is the young and dynamic face of the company.

- **Smt Chandana Borah**

She is BA (Honors). She has joined the company on 13 August, 2018. She is expected to bring diversity to the board.

#### **5.1.8. Core Skills/Expertise/Competencies Available with the Board**

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills/expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

<b>Name of Director</b>	<b>Area of Expertise</b>
Omprakash Jain	Leadership / Operational experience Strategic Planning Industry Experience, Research & Development and Innovation
Ravindra Jain	Leadership / Operational experience Strategic Planning
Harsh Jain	Strategic Planning Industry Experience, Research & Development and Innovation
Kasturi Jain	Strategic Planning
Vikas Jirawala	Financial, Regulatory / Legal & Risk Management Corporate Governance
Mitesh Jain	Strategic Planning Financial, Regulatory / Legal & Risk Management Corporate Governance
Sandip Jain	Financial, Regulatory / Legal & Risk Management Corporate Governance
Chandana Bohra	Financial, Regulatory / Legal & Risk Management Corporate Governance

#### **5.1.9. Insurance coverage**

The company has not obtained director's liability insurance coverage in respect of any legal action that might be initiated against directors.

### **5.2. Details of Committees**

#### **5.2.1. Audit Committee:**

The Audit Committee has been constituted w.e.f. March 28, 2003. The Audit committee is reconstituted on 13 August, 2018. Audit Committee presently comprises of one executive and two non-executive Directors, namely

- Mr. Vikas H Jirawala - Chairman
- Mr. Mitesh A Jain - Member
- Mr. Omprakash Jain - Member

All the members of the Audit Committee have good knowledge of finance, accounts and company law. The chairman of the committee has financial management expertise. The committee held **4(four)** meetings during the year. The audit committee also advises the management on the areas where internal audit can be improved. The minutes of the meetings of the audit committee are placed before the board. The terms of reference of the audit committee are by all the items listed in clause 49 (II) (D) and (E) of the listing agreement and section 177 of the Companies Act, 2013, as follows:

- 1) Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial information is correct, sufficient and credible.
- 2) Recommending the appointment, reappointment and replacement/removal of statutory auditors and fixation of the audit fee.
- 3) Approve payment for any other services by statutory auditors.
- 4) Reviewing with management the annual financial statements before submission to the board, focusing primarily on;
  - o Matters required being included in the directors' responsibility statement included in the report of the board of directors.
  - o Any changes in accounting policies and practices.
  - o Major accounting entries based on the exercise of judgment by management.
  - o Qualifications in the draft statutory audit report.
  - o Significant adjustments arising out of the audit.
  - o Compliance with listing and other legal requirements concerning financial statements.
  - o Any related party transactions.
- 5) Reviewing with the management the quarterly financial statements before submission to the board for approval.
- 6) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- 7) Reviewing the adequacy of the internal audit function, including the structure of the internal audit department, staffing and Seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8) Discussion with internal auditors any significant findings and follow up thereon.
- 9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the board.
- 10) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11) To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.
- 12) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 13) Carrying out any other function as is mentioned in terms of reference of the audit committee.
- 14) Review the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Internal audit reports relating to internal control weaknesses;
  - Management letters/letters of internal control weaknesses issued by statutory/internal auditors;
  - Statement of significantly related party transactions; and
  - The appointment, removal and terms of remuneration of the auditor shall be subject to review by the Audit Committee.

The Audit Committee has the following powers:

- To investigate any activity within its terms of reference.
- To seek any information from any employee.
- To obtain outside legal and professional advice.
- To secure the attendance of outsiders with relevant expertise, if it considers it necessary.

#### **Attendance at the meetings of the Audit Committee held during the year 2019-20**

<b>Directors</b>	<b>Meetings In year</b>	<b>Meetings Attended</b>
Vikas H. Jirawala	4	4
Omprakash L. Jain	4	4
Mitesh Jain	4	4

The Audit Committee held meetings on 24/05/2019, 27/07/2019, 23/10/2019 and 22/01/2020. The meetings are regularly held at the end of each quarter.

#### **5.2.2. Nomination / Remuneration Committee**

The nomination/remuneration committee of the board is constituted to formulate from time to time,

- a) Process for selection and appointment of new directors and succession plans; and
- b) A compensation structure for the members of the board.

The Committee is reconstituted on 2<sup>nd</sup> March 2019, as follows.

- Mr Mitesh Jain - Chairman
- Mr Vikas Jirawala - Member
- Mr. Sandip Jain - Member

The remuneration policy is directed towards rewarding performance. It is aimed at attracting and retaining high caliber talent.

The Committee met on 1 April 2019 and 2<sup>nd</sup> March 2020.

The Company does have an incentive plan, which is linked to performance and achievement of the Company's objectives. The Company has no stock option scheme.

Total remuneration paid to Directors of the Company during the year ended March 31, 2020, is Rs. 24.00 Lacs.

**Notes:**

- The company has not entered into any other pecuniary relationship or transactions with the non-executive directors.
- The company has so far not issued any stock options to its directors.

• **Equity shares held by directors:**

**Particulars of Equity Shares held by the director as of 31 March 2020 is as follows**

<b>Name of Directors</b>	<b>Equity Shares Held</b>
Omprakash L. Jain	7,76,200
Ravindra O. Jain	6,71,000
Kasturi R. Jain	2,42,600
Harsh O. Jain	7,67,400
Mitesh A Jain	Nil
Sandeep M Jain	Nil
Vikas H Jirawala	Nil
Chandana S Borah	Nil

• **Directors' remuneration policy:**

The nomination/remuneration committee determines, the compensation of the directors including their commission and ESOPs. The key components of the company's remuneration policy are:

- Compensation will be a major driver of performance and contribution.
- Compensation will be competitive and benchmarked with a selected group of companies from the services sector.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully legal and tax compliant.

**5.2.3. Shareholders/investors' grievances committee:**

The Shareholders Grievances re-committee has been constituted w.e.f. July 7<sup>th</sup>, 2014. It was reconstituted on 2<sup>nd</sup> March 2020 as follows. The Shareholders Grievances Committee presently comprises of one executive and two non-executive Directors, namely

- |                      |   |          |
|----------------------|---|----------|
| A) Vikas Jirawala    | - | Chairman |
| B) Omprakash L. Jain | - | Member   |
| C) Sandeep Jain      | - | Member   |

**Particulars of investors' complaints received are as follows**

<b>Particulars</b>	<b>Queries Received</b>	<b>Queries Solved</b>
Transfer of Shares	Nil	Nil
Non-receipts of Annual Report	Nil	Nil
Non-receipt of Dividend warrants	Nil	Nil
Pending Share Transfers	Nil	Nil

**The Particulars of meetings held during the year are furnished hereunder.**

<b>Directors</b>	<b>Meetings In year</b>	<b>Meetings Attended</b>
Harsh O Jain	5	4
Omprakash Jain	5	5
Vikas Jirawala	5	5

The meetings are held on 24/05/2019, 27/07/2019, 23/10/2019 and 20/01/2020 & 02/03/2020. The meetings are regularly held.

**6. General Body Meetings:**

The company held its last three Annual General Meetings as under:

- For 2016-17 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 29<sup>th</sup> September 2017 at 12:00 noon. One Special Resolution has been passed in this meeting.
- For 2017-18 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 29<sup>th</sup> September 2018 at 12:00 noon.

- For 2018-19 at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad - 380006 on 27<sup>th</sup> July 2019 at 12:00 noon.

## 7. Means of communication

Information like quarterly financial results and media releases on significant developments in the company as also presentations that have been made from time to time to the media and has been submitted to the stock exchanges on which the company's equity shares are listed, to enable them to put them on their web sites. The Quarterly financial results are generally published in "Western Times" (Gujarati & English).

## 8. General Share Holder Information:

- |   |   |   |
|---|---|---|
| i) Annual General Meeting                                     | : | Wednesday 30 <sup>th</sup> September 2020                       |
| Date, Time and Venue  | : | 411, Sakar – II, Ellisbridge,<br>Ashram Road, Ahmedabad- 380006 |
| ii) Financial Year  | : | 2020-20   |
| • Results for the first quarter<br>ending June 30, 2020       | : | On or Before 15 <sup>th</sup> September 2020                    |
| • Results for the second quarter<br>ending September 30, 2020 | : | On or Before 15 <sup>th</sup> November 2020                     |
| • Results for the Third quarter<br>ending December 31, 2020   | : | On or Before 15 <sup>th</sup> February 2021                     |
| • Results for the financial year<br>ending March 31, 2021     | : | On or Before 30 <sup>th</sup> May 2021                          |
| iii) Date of Books Closure                                    | : | 19 September 2020 to Saturday 30 September 2020                 |
| iv) Dividend payment Date                                     | : | N.A.  |
| v) Listing on Stock Exchanges                                 | : | Bombay Stock Exchange Ltd.                                      |
| Demat ISIN in NSDL & CDSL                                     | : | INE473L01018  |

## 9. Distribution of Shareholding as on 31st March 2020:

Distribution of Shares (Slab wise)	No. of Shareholders	Percentage of total shareholders	Total shares	Percentage of Shares
Up to 500	5512	89.42	751200	13.92
501-1000	308	5.00	259295	4.81
1001-2000	173	2.81	273223	5.06
2001-3000	66	1.07	165853	3.07
3001-4000	21	0.34	74700	1.38
4001-5000	33	0.53	158290	2.93
5001 -10000	30	0.49	226239	4.19
10001 & Above	21	0.34	3488500	64.64
Total	6164	100.00	5397300	100.00

## 10. Shareholding Pattern as on 31<sup>st</sup> March 2020:

Category	Total Shares	% to equity
Promoter and Promoter Group	3159900	58.55
Bodies corporate	124001	2.30
NRI/Foreign national/foreign corporate bodies	31600	0.58
Mutual Fund/UTI/ Financial Institution/Bank	21500	0.40
Indian Public	2035399	37.71
Hindu Undivided Families	24900	0.46
Clearing Members	0	0.00
Total	5397300	100.00

## 11. Dematerialization of Shares:

The Equity Shares of the Company are traded compulsorily in the dematerialised form. The Company has agreed with both National Depository Ltd. (NSDL) and Central Depository Securities Ltd. (CDSL), whereby the shareholders have the option to dematerialise their shares with either of the depositories.

### Status of Dematerialization as of 31<sup>st</sup> March 2020

Particulars	No of Shares	% of Total capital	No. Of Shareholder
National Securities Depository Ltd.	3553984	65.85	325
Central Depository Services (India) Ltd.	198816	3.68	229
Total Dematerialized	3752800	69.53	554
Physical	1644500	30.47	5610
Grand Total	5397300	100.00	6164

## 12. Share Transfer System:

Share Transfer has normally been processed and returned within 21 days from the date of lodgment, provided the necessary documents were in order.

The company has appointed a common agency on a single point for physical and demat registry work. The address of the Register and Share Transfer Agent is as under:

### **LINK INTIME INDIA PRIVATE LIMITED**

05<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1),  
Beside Gala Business Centre,  
Nr. St. Xavier's College Corner,  
Off C G Road, Ellisbridge, Ahmedabad-380006

Or at the Register and Share Transfer Agent Address as  
mention above.

### **Investor Correspondence may be addressed to:**

Ms. Reena Kaushik Shah, Company Secretary  
411, Sakar – II, Ellisbridge, Ashram Road,  
Ahmedabad – 380006  
Phone no. – 91-79-26585555, Email: acc@infoline.com

13. The other provisions of Clause 9 of Part C of Schedule V of LORD shall be treated as Nil or Not Applicable.

14. The Company has not any dividend in last 7 years.

## 15. Annual Secretarial Compliance Report

According to the SEBI circular no. CIR/CFD/ CMD1/27/2019 dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from Ms Jolly Patel, Practising Company Secretary, confirming compliance of SEBI regulations / Circulars / Guidelines issued there under and applicable to the Company. There are no observations or adverse remarks in the said report.

## 16. Review of Directors Responsibility Statement:

The board in its report has confirmed that annual accounts for the year ended on 31st March 2020 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

## 17. Other Disclosures

- 17.1. There are no materially significant related party transactions that may have a conflict with the potential interest of the company.
- 17.2. There are no penalties, strictures imposed on the company by the stock exchange, SEBI or any other statutory authority for the matter relating to the capital markets in the last three years.
- 17.3. The company has established a vigil mechanism, whistleblower policy. No person has been denied access to the audit committee.
- 17.4. The Company has complied with all the mandatory requirements. It has also met with the following non-mandatory provisions.
  - Appointment of Independent Directors
  - Constitution of Audit Committee
  - Constitution of Nomination and Remuneration Committee
  - Constitution of Stakeholders Relationship Committee
  - Vigil Mechanism
- 17.5. The Company does not have any material subsidiary. You can visit our website for 'Policy for determination of Material Subsidiary'.
- 17.6. The policy on dealing with related party transactions is available on our website. Visit our website.
- 17.7. There is no commodity price risk or hedging activity undertaken by the company.
- 17.8. The company has not raised any money through preferential allotments or qualified institutions placements.
- 17.9. Certificate from Ms Jolly Patel, Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report.
- 17.10. The Company has not received any complaints about Sexual Harassment during the financial year. You can access our Policy on Prevention of Sexual harassment, as formed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 by visiting our website.
- 17.11. The Board has accepted all the recommendations of the committee during the year.
- 17.12. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2020, is Rs. 20,000/-

## 18. Code of Conduct:

The company adopted the code of conduct and ethics for directors & senior management. The code has been circulated to all the members of the board and senior management. The board members & senior management have affirmed their compliance with the code and a declaration signed by the Chairman of the company appointed is given below:

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' and 'Our Code' in respect of the financial year 2019-20."

**Place: Ahmedabad**

**Date: 14/08/2020**

**For, Citizen Infoline Limited**

**(Omprakash Jain)**  
**Managing Director**  
**DIN: 00171365**

### **Certification by Management**

To,  
The Board of Directors,  
Citizen Infoline Limited

- (a) We have reviewed financial statements and the cash flow statement for the year ended on 31st March 2020 and state that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and comply with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which is fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company, and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We further certify that we have indicated to the Auditors and the Audit Committee:
- (a) Significant changes in internal control system during the year;
  - (b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place: Ahmedabad**

**Date: 14/08/2020**

**For, Citizen Infoline Limited**

**(Omprakash Jain)**  
**Managing Director**  
**DIN: 00171356**

**(Alpa Mehta)**  
**Chief Financial Officer**

### **Auditor's Certification on Corporate Governance**

To,  
**The Members of**  
**Citizen Infoline Limited**

We have examined the compliance of conditions of Corporate Governance by Dutron Polymers Limited ('the Company') for the year ended on 31st March 2020, as stipulated in Schedule V Para-E of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in Para C of Schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors' Grievances Committee / Management of the Company.

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

**For Manthan M Shah & Associates  
(Chartered Accountants)**

**Date: 14/08/2020  
Place: Ahmedabad**

**Manthan Shah  
Proprietor  
Membership No: 150534  
Firm Reg no. 145136W**

### **No Disqualification Certificate from Company Secretary in Practice**

To  
The Members,  
Citizens Infoline Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Citizen Infoline Limited having CIN L67120GJ1994PLC023561 and having registered office at 411, Sakar II, Ellis bridge, Ahmedabad – 380 056 (from now on referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment</b>
Mr. Omprakash Jain	00171365	14 November 1994
Mr. Ravindra Jain	00412684	1 May 2006
Mr. Mitesh Jain	03495847	7 July 2014
Mr. Vikas Jirawala	03562015	1 June 2011
Mrs. Kasturi Jain	06851177	26 March 2014
Mr. Sandip Jain	06932060	7 July 2014

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**PLACE: AHMEDABAD  
DATE: 14.08.2020**

**JOLLY KRUTESH PATEL  
PRACTISING COMPANY SECRETARY  
ACS: 37285 COP No. 21010  
UDIN - A037285B000580124**





## **Independent Auditor's Report**

To,  
The Members of  
**CITIZEN INFOLINE LIMITED**

- **OPINION**

We have audited accompanying Ind AS Standalone financial statements of M/s. **Citizen Infoline Limited** ("the Company") which comprises the Balance Sheet as at **March 31, 2020**, the Statement of Profit and Loss, statement of changes in the Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss, statement of change in equity and its cash flows for the year ended on that date.

- **BASIS OF OPINION**

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

- **EMPHASIS OF MATTER**

We draw your attention to Note No. 24 of the Statement, which describes the uncertainties and the possible effects of COVID-19 pandemic on the operations of the Company.

Our opinion is not modified in respect of this matter.

- **KEY AUDIT MATTER**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each key matter, our description of how our audit addressed the matter is provided in that context.

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

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. Accordingly, our audit included the performance of procedure designed to respond to our risk of material mistaken of the Standalone financial statements. The result of our audit procedure provides the basis for our audit opinion on the standalone financial statement.

- **INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon. Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

- **RESPONSIBILITY OF MANAGEMENT FOR THE STANDALONE FINANCIAL STATEMENTS**

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

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

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

- **AUDITORS RESPONSIBILITY 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 auditors' 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 judgement 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 control 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 with reference to financial statements 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 auditors' 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 auditors' 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 le, 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 Standalone Financial Statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' 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' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for our audit.

- a. 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
- b. The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- c. In our opinion, those above standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. Based on the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. Concerning the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- f. Concerning the other matters to be included in the Auditor's Report by Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  1. The Company does not have any pending litigations which would impact its financial position.
  2. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable material losses.
  3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR MANTHAN M SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**PLACE: AHMEDABAD**

**DATE: 29.06.2020**

**MANTHAN SHAH**

**PROPRIETOR**

**M No: 150534**

**FIRM REG. No.145136W**

**UDIN : 20150534AAAABC4562**

**Annexure – A – Reporting Under CARO 2016**

**(Referred to in paragraph 5 of our report of even date)**

1. (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of fixed assets.  
(b) The management has physically verified all the fixed assets at the year-end. No material discrepancies have been noticed on such verification.  
(c) According to information and explanations given by the management, the title deeds/lease deeds of immovable property included in Property, Plant and Equipment are held in the name of the Company.
2. The Company is engaged in the business of providing services. Hence, there are no inventories in the books of accounts.
3. (a) The Company has granted a loan to parties covered in the register maintained under Section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations provided to us, the terms and conditions of the grant of such loans are prima facie not prejudicial to the Company's interest.  
(b) The schedule of repayment of principle and payment of interest has been stipulated for the loans granted, and the repayment/receipts are regular.  
(c) The Principle and interest are not overdue in respect of loans granted to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 which are overdue for more than ninety days.
4. In our opinion and according to the information and explanations are given to us, provisions of Section 185 and 186 of the Companies Act, 2013 and in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.

5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order do not apply to the Company.
6. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.
7. (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Services Tax, Service Tax, The Duty of Customs, The Duty of Excise, Value-Added Tax, Cess and other Statutory Dues applicable to it.  
(b) According to the information and explanation given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Services Tax, Service Tax, The Duty of Customs, The Duty of Excise, Value-Added Tax, Cess and other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.  
(c) According to the records of the Company, there is no dispute regarding dues of Income Tax, Sales Tax, Goods and Service Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, and Cess which have not been deposited on March 31, 2020.
8. In our opinion and according to the information and explanations provided by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
9. In our opinion and according to the information and explanations provided by the management, the Company has utilized the monies raised by way of debt instruments and term loans for the purposes for which they were raised.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. According to the information and explanations provided by the management, the managerial remuneration has been paid/provided per the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order do not apply to the Company and hence not commented upon.
13. According to the information and explanations provided by the management, transactions with the related parties comply with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
14. According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.
15. According to the information and explanations provided by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
16. According to the information and explanations provided to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 do not apply to the Company.

**FOR, MANTHAN M SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**PLACE: AHMEDABAD  
DATE: 29/06/2020**

**MANTHAN SHAH  
PROPRIETOR  
M. No: 150534  
FIRM REG. No.145136W  
UDIN : 20150534AAAAABC4562**

## **Annexure – B – Report on Internal Finance Control**

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes by 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 by generally accepted accounting principles, and that receipts and expenditures of the company are being made only by authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 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, MANTHAN M SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**PLACE: AHMEDABAD**

**DATE: 29.06.2020**

**MANTHAN SHAH  
PROPRIETOR  
M. No: 150534  
FIRM REG. No.145136W  
UDIN : 20150534AAAABC4562**

# CITIZEN INFOLINE LIMITED

411, Sakar - II, Ellisbridge Corner, Ashram Road, Ahmedabad-380 006.

BALANCE SHEET AS ON 31ST MARCH 2020

Particulars	Note No.	FOR YEAR ENDED 31.03.2020	FOR YEAR ENDED 31.03.2019
<b>I.ASSETS</b>		₹	₹
<b>(1) Non-Current Assets</b>			
(a) Property, Plant & Equipment	1	-	84,35,447
(b) Capital Work-in-Progress		-	-
(c) Other Intangible Assets		-	-
(d) Biological Assets other than Bearer Plants		-	-
(e) Deferred Tax Assets (Net)		-	-
(f) Financial Assets			
(i) Loans	2	3,89,99,404	3,46,97,721
(ii) Other Financial Assets	3	93,73,060	93,73,060
(g) Other non-current assets			-
<b>Total Non-Current Assets</b>		<b>4,83,72,464</b>	<b>5,25,06,228</b>
<b>(2) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	4	10,37,648	1,48,254
(iii) Cash & Cash Equivalents	5	11,17,862	2,36,960
(iv) Bank Balance other than (iii) above		-	-
(v) Loans	6	3,38,543	7,81,883
(vi) Other Financial Assets		-	-
(c) Other current assets		-	-
(d) Assets classified as held for sale		-	-
<b>Total Current Assets</b>		<b>24,94,053</b>	<b>11,67,096</b>
<b>Total Assets</b>		<b>5,08,66,517</b>	<b>5,36,73,324</b>

## NOTES TO ACCOUNTS

21

*Notes referred to above and notes attached there to form an integral part of Balance Sheet*

*This is the Balance Sheet referred to in our Report of even date.*

**For, Manthan M Shah & Associates**  
Chartered Accountants

**For, Citizen Infoline Limited**

**Manthan Shah**  
Proprietor  
Membership No. : 150534  
Firm Reg. No.: 145136W

**Omprakash Jain**  
Managing Director  
DIN : 00171365

**Ravindra Jain**  
Director  
DIN : 00412684

**Alpa Mehta**  
CFO

**Reena Shah**  
Company Secretary

Place : Ahmedabad  
Date : 29.06.2020

Place : Ahmedabad  
Date : 29.06.2020

# CITIZEN INFOLINE LIMITED

411, Sakar - II, Ellisbridge Corner, Ashram Road, Ahmedabad-380 006.

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	7	5,39,73,000	5,39,73,000
(b) Other Equity	8	(63,70,227)	(57,13,768)
<b>Total Equity</b>		<b>4,76,02,773</b>	<b>4,82,59,232</b>
<b><u>(1) Non-Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	9	-	5,00,434
(ii) Other Financial Liabilities			
(b) Provisions	10	6,49,872	7,03,969
(c) Other Long Term Liabilities	11	-	1,91,908
(d) Deferred Government Grant		-	-
<b>Total Non-Current Liabilities</b>		<b>6,49,872</b>	<b>13,96,311</b>
<b><u>(2) Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	12	-	19,58,688
(ii) Trade Payables	13		
A. Total Outstanding dues of MSME Payables	13(a)	-	-
B. Total Outstanding dues of other than MSME Payables	13(b)	22,11,626	13,19,996
(iii) Other Financial Liabilities	14	460	11,714
(b) Provisions	15	2,90,773	5,14,385
(c) Current Tax Liabilities	16	1,11,014	2,12,967
(d) Other Current Liabilities		-	-
<b>Total Current Liabilities</b>		<b>26,13,873</b>	<b>40,17,751</b>
<b>Total Current Liabilities</b>		<b>32,63,745</b>	<b>54,14,061</b>
<b>Total Equity &amp; Liabilities</b>		<b>5,08,66,517</b>	<b>5,36,73,324</b>

NOTES TO ACCOUNTS

23

*Notes referred to above and notes attached there to form an integral part of Balance Sheet*

*This is the Balance Sheet referred to in our Report of even date.*

For, Manthan M Shah & Associates  
Chartered Accountants

For, Citizen Infoline Limited

Manthan Shah  
Proprietor  
Membership No. : 150534  
Firm Reg. No.: 145136W

Place : Ahmedabad  
Date : 29.06.2020

Omprakash Jain  
Managing Director  
DIN : 00171365

Ravindra Jain  
Director  
DIN : 00412684

Alpa Mehta  
CFO  
Place : Ahmedabad  
Date : 29.06.2020

Reena Shah  
Company Secretary



# CITIZEN INFOLINE LIMITED

411, Sakar - II, Ellisbridge Corner, Ashram Road, Ahmedabad-380 006.

## PROFIT & LOSS STATEMENT AS ON 31 MARCH 2020

Sr. No	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	<b><u>Incomes:</u></b>		₹	₹
	Revenue from operations	17	1,47,79,924	2,44,14,819
	Less: Indirect Taxes		-	-
	Net Revenue from operations		1,47,79,924	2,44,14,819
<b>II</b>	Other Income	18	40,80,921	42,64,663
<b>III</b>	<b>Total Revenue (I +II)</b>		<b>1,88,60,845</b>	<b>2,86,79,482</b>
<b>IV</b>	<b><u>Expenses:</u></b>			
	Employee Benefit Expense	19	1,15,38,455	1,67,47,841
	Financial Costs	20	2,23,307	3,82,868
	Depreciation and Amortization Expense	21	-	18,23,280
	Other Expenses	22	79,47,450	97,56,797
	<b>Total Expenses (IV)</b>		<b>1,97,09,212</b>	<b>2,87,10,786</b>
<b>V</b>	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>-8,48,367</b>	<b>-31,304</b>
<b>VI</b>	Exceptional Items		-	-
<b>VII</b>	Profit before extraordinary items and tax (V - VI)		<b>-8,48,367</b>	<b>-31,304</b>
<b>VIII</b>	Extraordinary Items		-	-
<b>IX</b>	Profit before tax (VII - VIII)		<b>-8,48,367</b>	<b>-31,304</b>
<b>X</b>	<b><u>Tax expense:</u></b>			
	(1) Current tax			-
	(2) Deferred tax		1,91,908	2,17,271
<b>XI</b>	Profit(Loss) from the period from continuing operations	(IX-X)	<b>-6,56,459</b>	<b>1,85,967</b>
<b>XII</b>	Profit/(Loss) from discontinuing operations		-	-
<b>XIII</b>	Tax expense of discounting operations		-	-
<b>XIV</b>	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
<b>XV</b>	Profit/(Loss) for the period (XI + XIV)		<b>-6,56,459</b>	<b>1,85,967</b>
<b>XVI</b>	Earning per equity share:			
	(1) Basic		-0.12	0.03
	(2) Diluted		-0.12	0.03

*Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement*

*This is the Profit & Loss Statement referred to in our Report of even date.*

For, Manthan M Shah & Associates  
Chartered Accountants

For, Citizen Infoline Limited

Manthan Shah  
Proprietor  
Membership No. : 150534  
Firm Reg. No.: 145136W

Omprakash Jain  
Managing Director  
DIN : 00171365

Ravindra Jain  
Director  
DIN: 00412684

Alpa Mehta  
CFO

Reena Shah  
Company Secretary

Place : Ahmedabad  
Date : 29.06.2020

Place : Ahmedabad  
Date : 29.06.2020

**CITIZEN INFOLINE LIMITED**

**Cash flow Statement for Year Ended on 31st March, 2020**

(Amount in Rs.)

	Particulars	For 31-Mar-20	For 31-Mar-20	For 31-Mar-19	For 31-Mar-19
<b>A</b>	<b>Cash flow From Operating Activities</b>	₹	₹	₹	₹
	<b>Net Profit/(Loss) Before Tax and Adjustments</b>		(8,48,367)		(31,304)
	<b>Add:</b>				
	Depreciation Provision	-		18,23,280	
	Financial Expenses	2,23,307		3,82,868	
	Profit/Loss on Sale of Assets	2,31,357		-	
	Profit on Sale of Investment	-		-	
	Adjustment for Employee Benefit	-	4,54,664	-	22,06,148
	<b>Operating Profit Before Working Capital changes</b>				
	(Increase)/Decrease in Trade Receivables	(8,89,394)		14,34,228	
	Increase/(Decrease) in Trade Payables	8,91,630		(1,88,499)	
	Increase/(Decrease) in Other Financial Liabilities (Current)	(11,254)		11,714	
	Increase/(Decrease) in Current Tax Liabilities	(1,01,954)		(2,46,970)	
	Increase/(Decrease) in Provision (Current)	(2,23,612)	(3,34,584)	(5,54,352)	4,56,121
	<b>Cash Flow from Operations Before Tax</b>		<b>(7,28,287)</b>		<b>26,30,966</b>
	Less:				
	Tax Paid		718309		1,84,490
	<b>Cash Flow from Operations (A)</b>		<b>(9,978)</b>		<b>28,15,456</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>				
	(Increase)/Decrease In Other Financial Assets (Non-Current)	-		-	
	Dividend income	-		-	
	Purchase of Property, Plant & Equipments	(5,20,236)		(3,16,181)	
		(5,20,236)		(3,16,181)	
	Sale of Property, Plant & Equipments	84,49,325		-	
			79,29,089		(3,16,181)
	<b>Cash flow From investment Activities (B)</b>		<b>79,29,089</b>		<b>(3,16,181)</b>
<b>C</b>	<b>Cash Flow From Financing Activities</b>				
	Increase/(Decrease) In Borrowings (Non-Current)	(5,00,434)		(3,62,713)	
	(Increase)/Decrease In Loans (Non-Current Assets)	(43,01,683)		(25,64,538)	
	Increase/(Decrease) In Provisions (Non-Current)	(54,097)		1,09,279	
	Increase/(Decrease) in Borrowings (Current)	(19,58,688)		5,67,344	
	Increase/ (Decrease) In Paid up capital	-	(68,14,902)	-	(22,50,628)
	Financial Expenses		(2,23,307)		(3,82,868)
	<b>Cash flow From Financing Activities(C)</b>		<b>(70,38,209)</b>		<b>(26,33,496)</b>
	<b>Total Cash Flow of year</b>		<b>8,80,902</b>		<b>(1,34,224)</b>
	Add: Opening Balance of Cash & Cash Equivelent		2,36,960		3,71,154
	<b>Closing Balance of Cash &amp; Equivelent</b>		<b>11,17,862</b>		<b>2,36,930</b>

0 0

Place: Ahmedabad

For, CITIZEN INFOLINE LIMITED

Date: 29.06.2020

**OMPRAKASH JAIN**  
MANAGING DIRECTOR  
DIN : 00171365

**RAVINDRA JAIN**  
DIRECTIR  
DIN : 00412684

# CITIZEN INFOLINE LIMITED

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

NOTE: 1 Property, Plant & Equipment

I. Fixed Assets at Ahmedabad

Sr. No	Particulars	Gross Block					Depreciation					Net Block	
		Value at the beginning	W.off as per co's act 2013	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	W.off as per co's act 2013	Addition during the year	Deduction during the year for reserve	Value at the end	WDV as on 31.03.2020	WDV as on 31.03.2019
I	<b>Tangible Assets</b>												
1	Air Conditioner	3,64,978	-	-	3,64,978	-	2,78,315	-	-	2,78,315	-	-	86,663
2	Computer	17,10,959	-	-	17,10,959	-	15,29,125	-	-	15,29,125	-	-	1,81,834
3	EPABX	3,50,000	-	-	3,50,000	-	2,10,000	-	-	2,10,000	-	-	1,40,000
4	Furnitures & Fixtures	17,39,206	-	45,486	17,84,692	-	14,27,076	-	-	14,27,076	-	-	3,12,130
5	Office Equipment	79,000	-	-	79,000	-	31,599	-	-	31,599	-	-	47,401
6	Motor Cycle	55,440	-	-	55,440	-	27,720	-	-	27,720	-	-	27,720
8	Office Building	56,67,139	-	-	56,67,139	-	13,39,664	-	-	13,39,664	-	-	43,27,475
9	Car CIAZ	9,47,337	-	-	9,47,337	-	3,78,936	-	-	3,78,936	-	-	5,68,401
10	Telephone Instruments	1,45,756	-	-	1,45,756	-	99,500	-	-	99,500	-	-	46,256
11	Car Baleno	8,34,854	-	-	8,34,854	-	2,50,455	-	-	2,50,455	-	-	5,84,399
	<b>SUB TOTAL (A)</b>	<b>1,18,94,669</b>	<b>-</b>	<b>45,486</b>	<b>1,19,40,155</b>	<b>-</b>	<b>55,72,390</b>	<b>-</b>	<b>-</b>	<b>55,72,390</b>	<b>-</b>	<b>-</b>	<b>63,22,279</b>
II	<b>Intangible Assets</b>												
	IPR in Data	36,98,041	-	-	36,98,041	-	15,84,873	-	-	15,84,873	-	-	21,13,168
	<b>SUB TOTAL (B)</b>	<b>36,98,041</b>	<b>-</b>	<b>-</b>	<b>36,98,041</b>	<b>-</b>	<b>15,84,873</b>	<b>-</b>	<b>-</b>	<b>15,84,873</b>	<b>-</b>	<b>-</b>	<b>21,13,168</b>
III	<b>Capital Work-in-progress</b>												-
	<b>SUB TOTAL (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
IV	<b>Intangible Assets Under Development</b>												-
	<b>SUB TOTAL (D)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [A + B + C + D] (Current Year)</b>		<b>1,55,92,710</b>	<b>-</b>	<b>45,486</b>	<b>1,56,38,196</b>	<b>-</b>	<b>71,57,263</b>	<b>-</b>	<b>3,49,375</b>	<b>71,57,263</b>	<b>3,49,375</b>	<b>-</b>	<b>84,35,447</b>
<b>(Previous Year)</b>		<b>2,69,61,371</b>	<b>-</b>	<b>6,67,268</b>	<b>1,23,52,111</b>	<b>1,52,76,528</b>	<b>1,43,12,010</b>	<b>-</b>	<b>33,74,085</b>	<b>1,23,52,111</b>	<b>53,33,984</b>	<b>99,42,544</b>	<b>1,26,49,361</b>

# CITIZEN INFOLINE LIMITED

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

**NOTE : 2 Loans (Non-Current Financial Assets)**

Sr. No	Particulars	₹	
		Current Year	Previous Year
I)	<b><u>Security Deposit</u></b>		
	a) Secured, Considered Good :		
	Earnest Money Deposit		-
	Other Deposit	-	2,00,000
	b) Unsecured, Considered Good :		
	c) Doubtful		
III)	<b><u>Loans &amp; Advances to related parties</u></b>		
IV)	<b><u>Other Loans &amp; Advances</u></b>	3,89,99,404	3,44,97,721
	(The Loans are repayable on demand and carries interest rate above Bank rate. The Borrower shall utilize this amount for their business requirements.)		
	<b>Total in ₹</b>	<b>3,89,99,404</b>	<b>3,46,97,721</b>

**NOTE : 3 Other Financial Assets (Non-Current)**

Sr. No	Particulars	₹	
		Current Year	Previous Year
	<b>Trade investments(Unquoted)(Long-term)</b>	11,000	11,000
	2200 of Rs. 10/- each fully paid up in Mercantile Venture Limited		
	300 of Rs. 10/- each fully paid up in Mideast integrated steels Limited	600	600
	171 of Rs. 10/- each fully paid up in Mardia Samyoung Capillary Tubes Co Limited	140	140
	14 of Rs. 10/- each fully paid up in Tolani Shipping Company Limited	-	-
	160 of Rs. 10/- each fully paid up in Suprajit Engineers	2,000	2,000
	30 of Rs. 10/- each fully paid up in Steel Exchange India Limited	2,010	2,010
	310 of Rs. 10/- each fully paid up in NEPC Agro Foods Limited	310	310
	300 of Rs. 10/- each fully paid up in PIX Transmissions Limited	3,000	3,000
	400 of Rs. 10/- each fully paid up in Tulsyan NEC Limited	4,000	4,000
	<b>In Others</b>		
	350000 Equity shares of Rs. 10/- each fully paid up in Opera Exports Pvt. Ltd	44,00,000	44,00,000
	110000 Equity shares of Rs. 10/- each fully paid up with a premium of Rs.35/- each in Citizen Solar Pvt. Ltd.	49,50,000	49,50,000
	<b>Total in ₹</b>	<b>93,73,060</b>	<b>93,73,060</b>

## CITIZEN INFOLINE LIMITED

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

### NOTE : 4 Trade Receivables

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
	Sundry Debtors for services	10,37,648	1,48,254
	Other Debtors		-
	<b>Total in ₹</b>	<b>10,37,648</b>	<b>1,48,254</b>

### NOTE : 5 Cash & Cash Equivalent

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	<b>Cash-in-Hand</b>		
	Cash Balance	64,918	87,997
	<b>Sub Total (A)</b>	<b>64,918</b>	<b>87,997</b>
2	<b>Bank Balance</b>		
	With Schedule Bank	10,52,944	1,48,963
	<b>Sub Total (B)</b>	<b>10,52,944</b>	<b>1,48,963</b>
3	<b>Cheques on Hand</b>		
	<b>( C )</b>	-	-
	<b>Total [ A + B + C ]</b>	<b>11,17,862</b>	<b>2,36,960</b>

### NOTE : 6 Loans (Current Financial Assets)

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	Advance Income Tax/Refund Due	3,38,543	7,81,883
	<b>Total in ₹</b>	<b>3,38,543</b>	<b>7,81,883</b>

# CITIZEN INFOLINE LIMITED

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

## NOTE : 7(a) Equity Share Capital

Sr. No	Particulars	₹	₹
		Current Year	Previous Year
1	<b>AUTHORIZED CAPITAL</b> 1,45,00,000 Equity Shares of Rs. 10/- each.	14,50,00,000	14,50,00,000
		14,50,00,000	14,50,00,000
2	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b> <i>To the Subscribers of the Memorandum</i> 3224500 Equity Shares of Rs.10/- each fully paid up Equity shares issued otherthan cash consideration 2172800 Equity shares has been issued to transferor company against 2:1 as per the order of High court of Gujarat	5,39,73,000	5,39,73,000
	<b>Total in `</b>	<b>5,39,73,000</b>	<b>5,39,73,000</b>

## (b) Reconcillation of the number of Shares Outstanding

Particulars	Current Year	Previous Year
Equity Shares Outstanding at the Beginning of Year (Nos)	53,97,300	53,97,300
Equity Shares Outstanding at the Beginning of Year (Rs.)	-	-
Add: Shares Issued in the Year	-	-
<b>Equity Shares Outstanding at the End of Year (Nos)</b>	<b>53,97,300</b>	<b>53,97,300</b>
<b>Equity Shares Outstanding at the End of Year (Rs.)</b>	<b>5,39,73,000</b>	<b>5,39,73,000</b>

## 2) Shareholder's Holding more than 5% shares of the Company

Name of Share Holder	As on March 2020	
	Nos	%
- Mr. Omprakash L. Jain	7,76,200	14.38%
- Mr. Harsh O. Jain	7,67,400	14.22%
- Mrs. Ugmadevi O. Jain	7,02,500	13.02%
- Mr. Ravindra O. Jain	6,71,000	12.43%
	<b>29,17,100</b>	<b>54.05%</b>
Name of Share Holder	As on March 2019	
	Nos	%
- Mr. Omprakash L. Jain	7,76,200	14.38%
- Mr. Harsh O. Jain	7,67,400	14.22%
- Mrs. Ugmadevi O. Jain	7,02,500	13.02%
- Mr. Ravindra O. Jain	6,71,000	12.43%
	<b>29,17,100</b>	<b>54.05%</b>

## NOTE : 8 Other Equity

Sr. No	Particulars	₹	₹
		Current Year	Previous Year
1	Surplus (Profit & Loss Account) Balance brought forward from previous year Add: Profit for the period	(57,13,768) (6,56,459)	(58,99,735) 1,85,967
	<b>Total in ₹</b>	<b>(63,70,227)</b>	<b>(57,13,768)</b>

## NOTE : 9 Borrowings (Non-Current Liabilities)

Sr. No	Particulars	₹	₹
		Current Year	Previous Year
1	<b>HDFC Bank</b> -Secured Against CIAZ Car -Secured Against BALENO Car	- -	2,10,743 2,89,691
	<b>Total in ₹</b>	<b>-</b>	<b>5,00,434</b>

### 1. Terms

Both the Loans are secured against the assets (Car) purchased

# CITIZEN INFOLINE LIMITED

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

## NOTE : 10 Provision (Non-Current)

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Gratuity Payable	5,36,717	5,01,191
2	Leave Encashment	1,13,155	2,02,778
	<b>Total in ₹</b>	<b>6,49,872</b>	<b>7,03,969</b>

## NOTE : 11 Other Non-Current Liabilities

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Deferred Tax Liabilities		1,91,908
	<b>Total in ₹</b>	<b>1,91,908</b>	<b>1,91,908</b>

## NOTE : 12 Borrowings (Current Financial Liabilities)

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	<b><u>Loan Repayable on Demand</u></b> - From Bank (CC - HDFC)	-	15,96,004
2	Bank Loan Payable with in year (Secured against Car of Company)	-	3,62,684
	<b>Total in ₹</b>	-	<b>19,58,688</b>

## NOTE : 13 Trades Payable

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
a	Total Outstanding dues of MSME Payables		
	Total (a)	-	-
b	Total Outstanding dues of other than MSME Payables		
	- For Services	8,68,886	11,52,540
	- For Expenses	13,42,740	1,67,456
	Total (b)	22,11,626	13,19,996
	<b>Total in ₹</b>	<b>22,11,626</b>	<b>13,19,996</b>

## NOTE : 14 Other Financial Liabilities (Current)

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Advance received from Parties	460	11,714
	<b>Total in ₹</b>	<b>460</b>	<b>11,714</b>

## NOTE : 15 Provisions (Current Liabilities)

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	<b><u>Provision For Employees Benefit</u></b>		
	EPF Payable	5,056	37,489
	Bonus Payable	65,500	1,88,472
	ESIC Payable	5,270	15,161
	Leave Encashment	10,312	21,830
	Gratuity Payable	20,822	20,798
2	<b><u>Others</u></b>		
	Auditor's Remuneration Payable	20,000	55,000
	Expenses Payable	1,63,813	1,75,635
	<b>Total in ₹</b>	<b>2,90,773</b>	<b>5,14,385</b>

## NOTE : 16 Current Tax Liabilities

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Indirect Taxes Payable	70,049	1,41,664
2	Professional tax Payable	5,860	7,870
3	TDS Payable	35,105	63,433
	<b>Total in ₹</b>	<b>1,11,014</b>	<b>2,12,967</b>

# CITIZEN INFOLINE LIMITED

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

## **NOTE : 17 - Revenue from Operations**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Receipt from Information Services & Yellow Page Directory	1,47,79,924	2,44,14,819
	<b>Total in ₹</b>	<b>1,47,79,924</b>	<b>2,44,14,819</b>

## **NOTE : 18 Other Income**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Interest on Loan and Advances	40,05,203	42,12,564
2	Dividend Income	1,271	1,028
3	Interest on I.Tax Refund	24,346	40
4	Other income	50,101	51,031
	<b>Total in ₹</b>	<b>40,80,921</b>	<b>42,64,663</b>

## **NOTE : 19 Employment Benefit Expenses**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Contribution to ESI	78,139	1,51,520
2	Employee Welfare Expense	88,117	1,52,615
3	Gratuity Expenses	2,08,806	4,89,832
4	Leave Encashment	3,14,040	6,57,648
5	Contribution to PF	1,58,512	2,61,805
6	Salary, Allowance and Perquisites	1,06,90,841	1,50,34,421
	<b>Total in ₹</b>	<b>1,15,38,455</b>	<b>1,67,47,841</b>

## **NOTE : 19.1 Director Remuneration**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Salary, Allowance and Perquisites	24,00,000	23,70,000
	<b>Total in ₹</b>	<b>24,00,000</b>	<b>23,70,000</b>

## **NOTE : 20 Financial Cost**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Interest Expenses	2,01,485	3,50,546
2	Bank Charges & Commission Expenses	21,822	32,322
	<b>Total in ₹</b>	<b>2,23,307</b>	<b>3,82,868</b>

## **NOTE : 21 Depreciation & Amortised Cost**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
1	Depreciation	-	12,94,988
2	Amortization	-	5,28,292
	<b>Total in ₹</b>	<b>-</b>	<b>18,23,280</b>



# CITIZEN INFOLINE LIMITED

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

**NOTE : 22 Other Expenses**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
	Advertisement & Publicity	7,39,678	12,33,771
	Data Purchase Expenses	2,02,617	7,27,918
	Electricity Expenses	2,33,610	2,86,325
	General Expenses	68,807	96,306
	Insurance Expenses	39,489	49,417
	Internet Expenses	45,092	1,88,204
	Loss on Sale of Assets	2,31,357	-
	Newspaper & Periodical Expenses	2,157	8,416
	Postage & Courier	23,072	2,41,826
	Petrol, Repair & Maintenance Expenses	1,77,405	2,75,927
	Professional & Legal Fees	3,50,250	8,40,490
	Rent, Rate & Taxes	5,77,523	4,23,784
	Software & Software Service Charges Expenses	3,73,470	7,64,443
	Stationery & Printing Expenses	61,976	1,84,333
	Telephone Expenses	2,24,928	2,41,392
	Travelling Expenses	66,358	37,494
	Yellow Pages Directory and Other Expenses	43,19,661	39,46,754
	Web site development Expenses	2,10,000	2,10,000
	<b>Total in ₹</b>	<b>79,47,450</b>	<b>97,56,797</b>

**NOTE : 22.1 Auditor Remunerations**

		₹	₹
Sr. No	Particulars	Current Year	Previous Year
	For Audit Fees	20,000	50,000
	<b>Total in ₹</b>	<b>20,000</b>	<b>50,000</b>

- 23.** Citizen Infoline Limited was incorporated in the year 1994. Citizen's yellow pages have been in the local search and print media. It has various branches across the state of Gujarat.
- 24.** Due to outbreak of COVID-19 globally and in India, the company's management has made initial assessment of likely adverse impact on business and financial risks, and believes that the impact is likely to be medium term in nature. The Company is into advertisement and marketing business. Companies are expected to reduce their advertisement and marketing budgets. It will lead to considerable fall in the revenue next year. However, the management does not see any medium to long term risks in the company's ability to continue as a going concern and meeting its liabilities as and when they arise. The extent to which the COVID-19 pandemic will impact the company's financial performance is dependent on future developments, which are highly uncertain including among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government mandated or elected by the company. Given the uncertainty over the potential macro-economic conditions the impact of COVID-19 pandemic may be different from that estimate as at the date of approval of these financial statements and the company will continue to closely monitor any material changes to future economic conditions, which will be given effect to in the respective future.
- 25.** Figures of previous year have been regrouped/rearranged wherever necessary.
- 26.** The information regarding suppliers holding permanent registration certificate as a small-scale industrial undertaking or as an ancillary industrial undertaking issued by the Directorate of Industries of the state is not available. In the absence of such information, the amount and interest due as per the Interest on delayed payments to Small and Ancillary Industries Act, 1993 is not ascertainable. There is no claim for payment of interest under the law above.
- 27.** Disclosures under Section 22 of Micro, Small and Ancillary Industries Act, 2006 can be considered on receiving relevant information from suppliers who are covered under the act is received.

**28. Foreign Exchange Earnings and Outgo**

PARTICULARS	2019-20(Rs.)	2018-19 (Rs.)
Foreign Exchange Earnings	---	---
Foreign Exchange Outgo	---	---
Foreign Exchange Outgo (Capital Goods)	---	---

**29. SIGNIFICANT ACCOUNTING POLICIES**

• **The basis of Preparation of Financial Statements**

- a) The financial statements have been prepared under the historical cost convention by the generally accepted accounting principles on going concern basis and provisions of the Companies Act, 2013 as adopted consistently by the company. The accounts are materially complying with Accounting Standards issued by The Institute of Chartered Accountants of India.
- b) The company generally follows a mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. However, Municipal Tax is recognized on Cash Basis.

• **Disclosure of Accounting Policies**

The Accounting Principles and policies, recognized as appropriate for measurement and reporting of the financial performance and the financial position on Accrual Basis except otherwise disclosed using historical cost i.e. not taking into account changing money values/impact of inflation, are applied in the preparation of the financial statement and those which are considered material to the affairs are suitably disclosed. The statement on Significant Accounting policy excludes disclosures regarding Accounting Standards in respect of which there are no material transactions during the year.

• **Valuation of Inventories**

The Company operates in the service industry. Therefore, it does not have any inventory.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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

The company classifies all other liabilities as non-current. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

● **Functional and Presentation Currency**

These standalone financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest rupees, except otherwise indicated.

● **Employee Benefits**

(i) **Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) **Defined contribution plans**

Obligations for contributions to defined contribution plans are expensed as the related service is provided and the Company will have no legal or constructive obligation to pay further amounts. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) **Defined benefit plans**

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (asset) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in the benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) **Other long-term employee benefits**

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured by a periodical independent actuarial valuation using the projected unit credit method. Re-measurement are recognized in Statement of Profit and Loss in the period in which they arise

● **Fair value measurement**

The Company measures financial assets, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company management determines the policies and procedures for recurring and non-recurring fair value measurement. Involvement of external valuers is decided upon annually by Company management. The management decides after discussion with external valuers about valuation technique and inputs to use for each case.

At each reporting date, the Company's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing on the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For fair value disclosures, the Company has determined classes of assets and liabilities by the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### ● **Revenue recognition**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company assesses its revenue arrangements against specific criteria, i.e., whether it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services, to determine if it is acting as a principal or as an agent.

Revenue is recognized, net of trade discounts, goods and service tax or other taxes, as applicable.

##### **(i) Sale of goods**

Revenue from sale of goods is recognized in the statement of profit and loss when the significant risks and rewards in respect of ownership of goods have been transferred to the buyer as per the terms of the respective sales order and the Company neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances and discounts.

##### **(ii) Interest income**

For all financial assets measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or the amortized cost of a financial liability. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

##### **(iii) Dividend income**

Dividend income from investments is recognized when the right to receive the payment is established which is generally when shareholders approve the dividend.

#### ● **Property, Plant and Equipment & Depreciation**

##### **(i) Recognition and Measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses if any. The cost of an item of property, plant and equipment comprises - its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates. - Any costs are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. - the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period. - Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are

accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss. Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

(i) **Subsequent Expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(ii) **Depreciation**

The depreciable amount for assets is the cost of an asset or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment of the Company has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Act, except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on independent technical evaluation and management's assessment thereof, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc Useful life is taken as per Schedule II of Companies Act, 2013.

Depreciation method, useful live and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (disposals) is provided on a pro-rata basis, i.e. from (up to) the date on which asset is ready for use (disposed of).

● **Intangible Assets**

(i) **Recognition and Measurement:**

Intangible assets are carried at cost less accumulated amortization and impairment losses if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Expenditure on research and development eligible for capitalization are carried as Intangible assets under development where such assets are not yet ready for their intended use

(ii) **Subsequent Expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) **Amortization**

Intangible assets are amortized over their estimated useful life on Straight Line Method

The estimated useful lives of intangible assets and the amortization period are reviewed at the end of each financial year, and the amortization method is revised to reflect the changed pattern if any

● **Non-current assets held for sale**

Assets are classified as held for sale and stated at the lower of carrying amount and fair value fewer costs to sell if the asset is available for immediate sale and its sale is highly probable. Such assets or group of assets are presented separately in the Balance Sheet as "Assets Classified as Held for Sale". Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortized or depreciated.

● **Impairment of assets**

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- i) an intangible asset that is not yet available for use; and
- ii) an intangible asset that is having an indefinite useful life.

If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset. The recoverable amount is the greater of the net selling price and their value in use. The value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In the case of revalued assets, such reversal is not recognised.

● **Foreign Currency Transactions**

Transactions in foreign currency are recorded at the approximate exchange rate prevailing on the date of transactions. Foreign currency monetary assets and monetary liabilities not covered by forwarding exchange contracts are translated at year-end exchange rates and profit and loss so determined and realized exchange gains/losses are recognized in purchase proceed of imports. During the year the is no Foreign Exchange transactions.

- **Government Grants and Subsidies**

The company recognises the Government grants only when there is reasonable assurance that:

- a) The enterprise will comply with the conditions attached to them and
- b) The grant will be received.

During the year, the company has not received any grant/subsidy.

- **Provisions and Contingent Liabilities**

A provision is recognized when the Company has a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made

- **Borrowing costs**

Borrowing costs are interest, and other costs that the Company incurs in connection with the borrowing of funds and is measured concerning the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, about the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are recognised as an expense in the period which they are incurred.

- **Earnings per share**

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

- **Insurance claims:**

Insurance claims are accounted for by claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection

- **Goods and Services tax input credit:**

Goods and Services tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilizing the credits

- **Segment reporting:**

The Company operates in one reportable business segment, i.e. "Space selling for Advertisement and Web Marketing". Hence as per Ind AS 108, disclosers of the segment is not applicable to it.

- **Taxes on Income**

Provision for current income taxes is made on taxable income at the rate applicable to the relevant assessment year. Deferred taxes are recognized for future tax consequences attributable to timings difference between the financial statements, determination of income and their recognition for tax purpose. The effect on deferred tax assets and liabilities of a change in tax rates is recognized for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in Profit and Loss Account using the tax rates and tax laws that have been enacted or substantively enacted by balance sheet date.

Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty of realization of such assets. Considering this, the company has applied for provision for deferred tax.

### **30. SIGNIFICANT ACCOUNTING ASSUMPTIONS**

The preparations of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and accompanying disclosures including disclosures of contingent liabilities. Uncertainty about these assumptions may result in an outcome that requires a material adjustment to the carrying amount of assets or liabilities affected in a future period. The estimates and associated assumptions are based on historical experiences and various other factors



that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and assumptions are reviewed on the ongoing basis. The revision to accounting estimates is recognized in the year in which the estimates are revised and in any future affected.

**A) ESTIMATES AND ASSUMPTION**

The key assumptions that concerning the future and other key sources of estimation on reporting date, which may cause a material adjustment to the carrying amount of assets and liabilities within the next financial year, are listed below. The company based its estimates and assumptions on parameters available when financial statements are made. Existing circumstances and assumptions about future circumstances may change due to market change or circumstances arising beyond the control of the company.

**(i) Useful lives of property, plant and Equipment**

The company reviews the useful life of its property, plant and equipment at the end of each reporting period.

**(ii) Defined Benefit Plans**

The cost of defined benefit gratuity plan and other post-employment and the present value of the gratuity obligations are determined using actuarial valuations. An actuary makes assumptions which may differ from the actual developments in the future. These include the determination of discount rate, future salary increase, mortality rate. Due to the complexity of the valuations, a defined benefit obligation is highly sensitive changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables of India. Future salary and gratuity increase are based on expected future inflation rates in India.

Details of Gratuity valuations are given in below.

**(iii) Provision for inventories**

Provision is made in the financial statements for slow and non-moving inventories based on estimate regarding their usability.

**(iv) Impairment of Trade Receivables**

To measure lifetime expected credit loss allowances of trade receivables, the company has used practical expedient as permitted under Ind AS 109. The expected credit loss allowance is made on a provision matrix based on experience and adjusted for forward-looking information.

**(v) Impairment of other financial assets**

The impairment of loss of other financial assets is based on an assumption about the risk of default coupled with past experiences and information about the future.

**Employee Benefit**

**(a) Defined Contribution Plans**

1. Provident Fund/Employee's Pension Fund
2. Employee's State Insurance

The company has recognized following expense has been recognized in the Profit and Loss account.

Particulars	2019-20 (Rs)	2018-19 (Rs)
Employer's Contribution to PF/Pension Fund	146,504	261,805
Employer's Contribution to ESI	77,731	151,520

**(b) Defined Benefit Plan**

Gratuity (Included in Employee Benefit-cost in Note 20 of the financial statement)

Gratuity is payable to all eligible employees as provisions of Payment of Gratuity Act, 1972. The benefit will be paid at the time of separation as per the tenure of employment and salary of the employee.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2020. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at the Balance Sheet date.

		2019-20		2018-19	
		Gratuity (Unfunded)	Leave Encashment (Unfunded)	Gratuity (Unfunded)	Leave Encashment (Unfunded)
(I)	<b>Reconciliation of opening and closing balances of the Defined Benefit obligation</b>				
	Defined Benefit Obligation at the beginning of year	5,21,989	2,24,608	7,24,054	2,29,303
	Current Service Cost	72,019	68,258	72,975	1,15,915
	Interest Cost	33,740	1318	28,849	(7,773)
	Actuarial (gain)/loss	1,03,046	2,44,496	(3,88,008)	5,49,506
	Benefit Paid	56,73,256	(4,15,211)	(6,91,897)	(6,62,343)

	Defined Benefit obligation at year-end	5,57,539	1,23,468	5,21,989	2,24,608
<b>(II)</b>	<b>Reconciliation of opening and closing balances of the fair value of Plan Assets</b>				
	Fair value of Plan Assets at beginning of year	0.00	0.00	0.00	0.00
	Expected return on plan assets	0.00	0.00	0.00	0.00
	Expense Deducted from fund	0.00	0.00	0.00	0.00
	Actuarial (gain)/loss	0.00	0.00	0.00	0.00
	Employer Contribution	1,73,256	4,15,211	6,91,897	6,62,343
	Benefit Paid	(1,73,253)	(4,15,211)	(6,91,897)	(6,62,343)
	Fair Value of plan assets at year end	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	Actual return on plan assets	0.00	0.00	0.00	0.00
<b>(III)</b>	<b>Reconciliation of fair value of assets and obligations</b>				
	Fair value of plan assets as at Balance Sheet date	0.00	0.00	0.00	0.00
	Present value of obligation as at Balance Sheet date	5,57,539	1,23,468	0.00	2,24,638
	Amount recognized in Balance Sheet	5,57,539 (Liability)	1,23,468 (Liability)	5,21,989 (Liability)	2,24,638 (Liability)
<b>(IV)</b>	<b>Expenses recognized during the year</b>				
	Current Service Cost	72,019	68,257	72,975	1,15,915
	Interest Cost	33,740	1318	28,849	(7,773)
	Expected return on plan assets	0.00	0.00	0.00	0.00
	Net Actuarial (gain)/loss	1,03,046	2,44,496	3,88,008	(40,935)
	Total charge to P & L	<b>2,08,806</b>	<b>3,14,071</b>	4,89,832	1,29,365
<b>(V)</b>	<b>Actuarial Assumptions</b>				
	Mortality Table (LIC)	Indian Assured Life Mortality (2006-08)		Indian Assured Life Mortality (2006-08)	
	Discount rate(per annum)	6.85%		7.75%	
	Expected rate of return on plan assets(per annum)	0.00%		0.00%	
	Rate of escalation in salary(per annum)	6.00%		6.00%	
	Attrition Rate	5.00%		5.00%	
	The Company is expected to contribute to gratuity in next period	0.00		0.00	

### 31. Related Party Disclosure

#### A. List Related Parties and Relations

##### 1. Subsidiaries, Fellow Subsidiaries and Associates

- Citizen Exports Private Limited
- Citizen Solar Private Limited

##### • Key Management Personnel

- Omprakash L. Jain
- Harsh O. Jain
- Ravindra O. Jain
- Kasturi R. Jain

##### 2. List of Relatives of Key Managerial Personnel and Enterprise over which Key Management Personnel and their relative excessive significant influence with whom transaction have taken place during the year

- Opera Exports Pvt. Ltd.
- K. Lite Fashions Pvt. Ltd.
- Technotrends Marketing Pvt. Ltd.



**B. Transactions with Related Parties: -**

(Rupees in Lakhs)

Particulars	Subsidiaries, Subsidiaries Associates	Fellow and	Key Management Personnel		List of Relatives of Key Managerial Personnel and Enterprise	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Purchase of Goods	0.00	0.00	0.00	0.00	0.00	0.00
Sale of service	0.00	0.00	0.00	0.00	0.00	0.00
Receiving of services	0.00	0.00	24.00	23.70	0.00	0.00
Finance Charges (including loans and equity contribution in cash or kind given)	0.00	0.00	0.00	0.00	0.00	0.00
Interest Received	4.45	0.00	0.00	0.00	3.73	3.40
Finance (including loans given)	162.74	0.00	0.00	0.00	12.00	48.36
Any Other	0.00	0.00	0.00	0.00	0.00	0.00

**32. Earnings Per Share**

Basic Earnings per Share (EPS) are disclosed in the profit and loss account. There are no Diluted Earnings per Share as there are no dilutive potential equity shares.

Particulars	This year	Last Year
Earnings Available for share holders (Rs)	(6,56,459)	1,85,967
Weighted average of Equity Shares	53,97,300	53,97,300
Basic & diluted EPS	(0.12)	0.03
The face value of a share	Rs.10/-	Rs.10/-

**33. FAIR VALUE DISCLOSURES**

(A) The Carrying value and fair value of financial assets/liability by each category are as follows

The notes referred to above form an integral part of Accounts. (Rs. in Lakhs)

Particulars	Carrying amount of financial assets/liabilities		Fair Value of the financial assets/ liabilities	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
<b>Financial assets/liabilities at amortised cost</b>				
1. Non-Current				
Deposits	389.99	346.98	346.98	389.99
Other financial assets	93.73	93.73	93.73	93.73
2. Current Assets				
Trade and Other Receivables	10.38	1.48	1.48	10.38
Cash and Cash Equivalents	11.18	2.37	2.37	11.18
Loans and Advances	3.38	7.82	7.82	3.38
Other financial assets	0.00	0.00	0.00	0.00
<b>Financial Liabilities at Amortized Cost</b>				
1. Current				
Trade Payables	22.12	13.20	13.20	22.12
Other Financial Liabilities	1.92	20.41	20.41	1.92
2. Non-Current				
Other Financial Assets/liability	0.00	5.00	5.00	0.00

34. There is no contingent liability outstanding on 31 March 2020 and 31 March 2019.

**35. Financial risk management:**

The Company has exposure to the following risks arising from financial instruments: -

- Credit risk;
- Liquidity risk;
- Market risk

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework about the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**a) Credit risk:**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. Trade receivables The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also influences credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business

Summary of Company's Exposure to the credit risk as follows. (Rs.)

Particulars	At 31st March 2020	At 31st March 2019
Past dues not impaired	0.00	0.00
Not past dues not impaired	10,37,648	1,48,254
<b>Total in ₹</b>	<b>10,37,648</b>	<b>1,48,254</b>

Expected credit loss assessment The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgment.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue

Cash and cash equivalents

As at the year end, the Company held cash and cash equivalents of Rs. 11,17,862 /- (previous year Rs. 2,36,960/-).

The cash equivalents are held with banks.

Other financial assets

Other financial assets are neither past due nor impaired.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company enjoys an overdraft limit from the bank.

The Company invests its surplus funds in bank fixed deposit which carry no/low mark to market risks. The Company monitors funding options available in the debt and capital markets to maintaining financial flexibility.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreements.

**The details of contractual maturities of significant liabilities as of 31 March 2020 follow.**

**Amount (Rs.)**

Particulars	Carrying Amount	Less than one year	1-3 years	3-5 years	More than five years	Total
Trade Payable (See Note 13)	22,11,626	22,11,626	0.00	0.00	0.00	22,11,626
Other Current Financial Liabilities (See Note 12,14 & 16)	1,11,474	1,11,474	0.00	0.00	0.00	1,11,474
<b>Total</b>	<b>23,23,100</b>	<b>23,23,100</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>23,23,100</b>

### c) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long-term debt. We are exposed to market risk primarily related to interest rate change. However, it does not constitute a significant risk. Hence, the sensitive analysis is not given

#### (i) Currency risk

The Company is exposed to currency risk on account of its operations with other countries. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate in the future. However, the overall impact of foreign currency risk on the financial statement is not significant.

Exposure to Currency risk Following is the currency profile of non-derivative financial assets and financial liabilities:

Particulars	Amount as on 31.03.2020(\$)	Amount as on 31.03.2019 (\$)
Financial Assets		
Cash and Cash Equivalents	Nil	Nil
Trade Receivables	Nil	Nil
Other Current Assets	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>
Financial Liabilities		
Trade Payables	Nil	Nil
Current Borrowings	Nil	Nil
Other current financial liabilities	Nil	Nil
<b>Net Exposure</b>	<b>Nil</b>	<b>Nil</b>

#### Sensitivity analysis

A possible strengthening (weakening) of the Indian Rupee against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular, interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit (Loss) for FY 2019-20		Profit (Loss) for FY 2018-19	
1% Movement	Strengthening	Weakening	Strengthening	Weakening
USD	Nil	Nil	Nil	Nil

### d) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. The fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing financial assets or borrowings because of fluctuations in the interest rates if such assets/borrowings are measured at fair value through profit or loss. The cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing borrowings will fluctuate because of fluctuations in the interest rates. Exposure to interest rate risk Company's interest rate risk arises from borrowings and finance lease obligations. The interest rate profile of the Company's interest-bearing borrowings is as follows:

Particulars	As on 31.03.2020	As on 31.03.2019
Non-Current Borrowings		
- Fixed Rate Borrowings	Nil	Nil
- Variable Rate Borrowings	Nil	5,00,434
Current Borrowings		
- Fixed Rate Borrowings	Nil	Nil
- Variable Rate Borrowings	Nil	15,58,688
<b>Total</b>	<b>Nil</b>	<b>24,59,122</b>

#### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

#### Cash flow sensitivity analysis for variable-rate instruments

A possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant.

Particulars	Profit (Loss) for FY 2019-20		Profit (Loss) for FY 2018-19	
100 bps Movement	Increase	Decrease	Increase	Decrease
Variable Rate Borrowings	Nil	Nil	(24,590)	24,590

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

**(e) Commodity rate risk**

The Company's operating activities involve the provision of services. Hence, it is not exposed to the commodity risk.

**36. CAPITAL MANAGEMENT**

For the Company's capital management, capital includes issued capital and all other equity capital and all other equity reserves attributable to the equity holders of the company. The primary objective of the capital policy of the company to safeguard the Company's ability to remain a going concern and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions, annual operating plans and long-term and other strategic investment plans. To maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to the shareholders, return capital to shareholders or issue new shares. The current capital structure is through equity with no financing through borrowings. The company is not subject to any externally imposed capital requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended on 31 March 2020 and 31 March 2019.

**For, MANTHAN M SHAH & ASSOCIATES**  
**Chartered Accountants**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR**

**(Manthan Shah)**  
**Partner**  
**Firm Reg. no. 145136W**  
**Membership No: 150534**

**(Omprakash Jain)**  
**Managing Director**  
**DIN: 00171365**

**(Ravindra Jain)**  
**Director**  
**DIN: 00412684**

**Place : Ahmedabad**  
**Date : 29/06/2020**

**Place : Ahmedabad**  
**Date : 29/06/2020**

**ATTENDANCE SLIP****CITIZEN INFOLINE LIMITED**

(CIN: L67120GJ1994PLC023561)

Registered Office: '411, Sakar-II,

Ellisbridge, Ashram Road

Ahmedabad-380006,

Email: [acc@infoline.com](mailto:acc@infoline.com)Website: [www.citizeninfoline.com](http://www.citizeninfoline.com)

Phone: 079-26585555

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

<b>DP ID*</b>		<b>Folio No.</b>	
<b>Client ID</b>		<b>No. of Shares</b>	

NAME AND ADDRESS OF THE SHAREHOLDER

I at this moment record my presence at the **26<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Wednesday **30<sup>th</sup> September 2020 at 12:00 noon**. At 411, Sakar-II, Ellisbridge, Ashram Road, Ahmedabad – 380 006 (Gujarat-India).

\* Applicable for investors holding shares in electronic form

\_\_\_\_\_  
Signature of Shareholder / Proxy**FORM OF PROXY**

(Form MGT-11)

(Under section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form MGT-11)

**CITIZEN INFOLINE LIMITED**

(CIN: L67120GJ1994PLC023561)

Registered Office: '411, Sakar-II,

Ellisbridge, Ashram Road

Ahmedabad-380006,

Email: [acc@infoline.com](mailto:acc@infoline.com)Website: [www.citizeninfoline.com](http://www.citizeninfoline.com)

Phone: 079-26585555

<b>Name of the Member(s):</b>	
<b>Registered Address:</b>	
<b>E-mail ID:</b>	
<b>Folio No. / Client ID:</b>	
<b>DP ID:</b>	

I/We, being the member(s) of \_\_\_\_\_ shares of the Company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26<sup>th</sup> Annual General Meeting** of the Company, to be held on Wednesday **30<sup>th</sup> September, 2020 at 12:00 noon** at 411, Sakar II, Ellis Bridge, Ashram Road, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional*) (please mention no. of shares)	
		For	Against
Ordinary Business:			
1	Ordinary Resolution for consideration and adoption of Audited Financial Statement for the year ended <b>March 31, 2020</b>		
2	Ordinary Resolution for re-appointment of Mr Harsh Jain as a Director of the Company, who retires by rotation		
3	Ordinary Resolution for re-appointment of Mrs Kasturi Jain as a Director of the Company, who retires by rotation		
4	Special Resolution u/s 185 of Companies Act, 2013		
5	Special Resolution u/s 186 of Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp  
not less than Re.  
0.15

**Note:**

1. This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48 hours** before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding **fifty (50)** and holding in the aggregate not more than **ten per cent (10%)** of the total share capital of the Company carrying voting rights. A member holding more than **ten per cent (10%)** of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, and such person shall not act as a proxy for any other person or shareholder.
3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A proxy need not be a Member of the Company.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
6. Please complete all details including details of the member(s) in above box before submission.
7. Appointing a proxy does not prevent a member from attending the Annual General Meeting in person if he so wishes.
8. The Company reserves the right to ask for identification of the Proxy.

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