

SUGAM VANIJYA HOLDINGS PRIVATE LIMITED

Regd Office: VR Bengaluru, Plot No. 11B, Sy No. 40/9, Dyvasandra Industrial Area Stage II, KR Puram Hobli
Bengaluru -560 048. Karnataka
CIN No: U74899KA1987PTC070519
Website: www.vrbengaluru.com; Phone No. 080-67234313

To,
The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of Sugam Vanijya Holdings Private Limited ("the Company") and the accounts for the Financial Year ended March 31, 2020.

1. Financial Summary or Highlights/Performance of the Company

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(All amounts in Millions Indian Rs.)

PARTICULARS	FOR YEAR ENDED 31 ST MARCH 2020	FOR YEAR ENDED 31 ST MARCH 2019
Net Sales /Income from Operations	2,479.75	1,788.29
Other Income	55.18	48.21
Total Income	2,534.93	1,836.50
Total Expenses	3,114.05	2,777.23
Exceptional items	220.18	-
Profit (Loss) before Tax	(799.29)	(940.73)
Less: Deferred Tax	50.71	46.26
Net Profit/ Loss after Tax	(850.00)	(986.99)
Re-measurement gains/ (losses) on defined benefit plan	1.14	(1.51)
Income tax effect	(0.30)	0.39
Total comprehensive income for the year	(849.16)	(988.11)
EPS (Basic)	(38,826)	(45,084)
EPS (Diluted)	(38,826)	(45,084)

2. Business update (State of Company' s Affair)

During the current financial year, the Company has earned a total income of INR 2534.93 (in million) and incurred a total expenditure of INR 3,114.05 (in million).

3. Change in Business of the Company

During the financial year 2019-20 ('financial year'), there was no change in the business of the Company.

4. Global health pandemic from COVID-19

World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company suspended the operations in all ongoing

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projects in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in Project execution, supply chain disruption, unavailability of personnel, closure of hospitality facilities and retail spaces during the lockdown period.

The Company's management has considered the possible effects that may result from the COVID-19 pandemic on the carrying value of assets [including property, plant and equipment, investment property, capital work in progress, inventories, loans and receivables]. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources of information to assess the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on the current estimates, the Company expects that the carrying amount of these assets, as reflected in the balance sheet as at March 31, 2020, are fully recoverable. The management has also estimated the future cash flows with the possible effects that may result from the COVID-19 pandemic and does not foresee any adverse impact on realising its assets and in meeting its liabilities as and when they fall due. The actual impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial results.

The Central and State Governments have initiated steps to lift the lockdown and the Company will adhere to the same as it resumes its activities. Retail spaces and hospitality facility have resumed operations. The Company will continue to closely observe the evolving scenario and take into account any future developments arising out of the same.

During the year ended March 31, 2020, an impairment loss of Rs. 220.18 million has been recognised in the statement of profit and loss, which represents the write-down value of certain property, plant and equipment to the recoverable amount as a result of the impact of COVID-19 pandemic. The recoverable amount of the said properties of Rs. 613.16 million as at March 31, 2020 was based on value in use and was determined at the level of the cash generating unit ('CGU') being individual hotel properties. In determining value in use for the CGUs, the cash flows were discounted at a rate ranging from 12.50% to 13.50% on a pre-tax basis.

5. Change in Share Capital & Debenture/ Bonds of the Company

During the financial year, there was no change in the Capital Structure of the Company.

6. Dividend

Due to the Loss in the Company, the Board of Directors do not recommend any dividend on the equity shares for the financial year ended 31st March, 2020.

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7. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

8. Reserves

The Company has incurred loss, so no amount has been transferred to reserve.

9. Meetings of Board of Directors

Six meetings of the Board of Directors were held during the period from 1st April, 2019 to 31st March, 2020.

10. Audit Committee Meetings

During the period from 1st April, 2019 to 31st March, 2020, two meeting of the members of Audit Committee. The Board of Directors have dissolved the Audit Committee in their Board Meeting held on 2nd July, 2020 as there is no requirement of constituting of Audit Committee of the Debt listed Company as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. Extract of the Annual Return

The extract of Annual Return in MGT-9 for the current financial year pursuant to the provisions of Section 92(3) of the Companies Act, 2013 is attached in ***Annexure – I***.

12. Internal Financial Control

The Observation related to Internal Financial Control is mentioned under the head Auditor's Report".

13. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future for the financial year 2019-20.

14. Internal Auditor

The Company has appointed PricewaterhouseCoopers Private Limited for VR Chennai & M/s. Deloitte Haskins and Sells LLP for VR Bengaluru in the Board Meeting held on 24th April,

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2019 as its internal auditor for conducting internal audit as per Section 138 of the Companies Act, 2013.

15. Details of holding/subsidiary/joint ventures/associate companies

M/s Moribus Holdings Pte. Limited is the holding Company. The Company doesn't have any Subsidiary, associate and joint venture Company.

16. Deposits

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

17. Statutory Auditors

M/s. S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W/E300004) are the present auditors of the Company as per the Companies (Amendment) Act, 2017, the Auditors will hold the office till the conclusion of annual general meeting to be held in 2022 without ratification at every AGM.

18. Secretarial Auditor

The Board appointed M/s Legal Monk Advisory Private Limited, to conduct Secretarial Audit for the financial year 2019-20 in their Board Meeting held on 24th April, 2019. The Secretarial Audit Report for the financial year ended 31st March, 2020 is annexed herewith as *Annexure – II*.

19. Auditors' Report

The Auditors' Report issued by the Statutory Auditors of the Company, M/s S. R. Batliboi & Associates LLP, Chartered Accountants, contains the below observation(s) on the Financial Statements provided under the head of Basis of Qualified Opinion in their Report on which Board's representation is as follows:

Sl. No.	Observation	Explanation
1.	The Company's internal financial controls with respect to year-end financial statement closure process were not operating effectively which could potentially result in material misstatement in the Company's financial statement balances and presentation and disclosure of financial statement.	Due to Company's internal Reporting Structure, certain regrouping was done during yearend Financial Statement closure which does not have any impact on overall numbers but change in grouping among expense heads.

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20. Secretarial Standards

The Company complies with all applicable secretarial standards issued by Institute of Company Secretaries of India (ICSI) on Meeting of the Board as well as General Meeting.

21. Cost Records

The Company has maintained the books of accounts of the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the construction of buildings/ structures and other related activities.

22. General Meeting

One meetings of the Shareholder as an Annual General Meeting was held during the period from 1st April, 2019 to 31st March, 2020.

23. Declaration by Independent Director

Declaration by independent directors The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

24. Share Capital

a) buy back of securities

There was no buy back for the shares of the Company during the financial year under review.

b) sweat equity

The Company has not issued any Sweat Equity Shares during the year under review.

c) bonus shares

No Bonus Shares were issued during the year under review.

d) employees stock option plan

The Company has not provided any Stock Option Scheme to the employees.

e) Conservation of energy, technology absorption and foreign exchange earnings and outgo

a. Conservation of Energy

The Company's operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.

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b. Technology Absorption

Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year. However, your company continues to upgrade its technology (computer technology and telecom infrastructure) in ensuring it is connected with its clients across the globe.

c. Foreign Exchange Earnings and outgo

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2020 is as follows:

Particulars	31 st March, 2020 (INR in million)	31 st March, 2019 (INR in million)
Foreign Exchange Earnings	44.76	33.51
Foreign Exchange Outgo	19.91	26.40

f) Directors

A. Changes in Directors and Key Managerial Personnel

As on date, the following are the Directors and Key Managerial Personnel of the Company:

- 1) Mr. Amit Bhushan, Director
- 2) Mr. Neeraj Kumar, Director
- 3) Mrs. Aparna Goel, Director
- 4) Mr. Rajendra Pai, Chief Financial Officer and Manager
- 5) Ms. Upasana Dikshit, Company Secretary

During the current financial year, Mr. Alagarsamy Sundar Raj has resigned from the post of Chief Financial Officer of the Company w.e.f. 28th October, 2019 and Mr. Rajendra Pai has been appointed as the Chief Financial Officer of the Company w.e.f. 22nd November, 2019

Mr. Sanjay Kumar Das has resigned from the post of Manager of the Company w.e.f. 3rd July, 2019 and Mr. Rajendra Pai has been appointed as the Manager of the Company w.e.f. 10th January, 2020.

Ms. Madhumita Sarkar has resigned from the post of Company Secretary of the Company w.e.f. 10th January, 2020 and Ms. Upasana Dikshit was appointed as Company Secretary of the Company w.e.f. 10th January, 2020.

Further, Mr. Amit Bhushan was appointed as an Independent Director by the Board of Directors in their Meeting held on 27th June, 2015 and by the shareholders in their Annual General Meeting held on 30th September, 2015. The term of office of Mr. Amit Bhushan is expired on 17th June, 2020. The Board considering his integrity, expertise and experience extend the tenure for a further period of three years, subject to the approval of

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shareholders in the forthcoming Annual General Meeting. The notice convening the meeting sets out the details of his appointment.

B. Formal Annual Evaluation

Not Applicable

g) Disclosure under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013

- a. Number of complaints of sexual harassment received in the year – Nil
- b. Number of complaints disposed off during the year – Nil
- c. Number of cases pending for more than ninety days – Nil
- d. Number of workshops or awareness programme against sexual harassment carried out – Nil
- e. Nature of action taken by the employer or district officer – Nil

h) Particulars of loans, guarantees, securities or investments under section 186

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

The Company has given Inter-corporate Deposit to Thales Ventures Limited and Elpis Ventures Private Limited for Rs. 12.7 Million and Rs. 25 Million respectively, for which approval from shareholders has been taken in the last Annual General Meeting dated 19th September, 2019.

i) Particulars of contracts or arrangements with related parties

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review - Nil.

j) Managerial Remuneration

NOT APPLICABLE

k) Risk Management Policy

The Company has adopted the following measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself is furnished in **Annexure – III** and is attached to this report.

l) Corporate Social Responsibility (CSR)

Not Applicable

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m) Disclosure for Providing Vigil Mechanism

The Company has established a vigil mechanism and oversees the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to one of the directors authorized by the Board, on reporting issues concerning the interests of employees and the Company.

n) Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement: —

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- (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.

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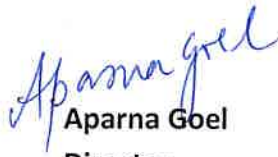
o) Acknowledgements

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed in your Company.

For and on behalf of the Board of Directors of Sugam Vanijya Holdings Private Limited



Amit Bhushan
Director
DIN – 01910476



Aparna Goel
Director
DIN - 00142961

Place: New Delhi

Date: 31st July, 2020

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ANNEXURE I**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED ON 31.03.2020**

[Pursuant to 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	U74899KA1987PTC070519
ii.	Registration Date	08/09/1987
iii.	Name of the Company	Sugam Vanijya Holdings Private Limited
iv.	Category / Sub-Category of the Company	Company limited by Shares/ Non-Govt. Company
v.	Address of the Registered office and contact details	VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, Kr. Puram Hobli Bangalore – 560048, Karnataka
vi.	Whether listed company	Yes (Non-Convertible Debentures only)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Enterprises (India) Limited, No. 30, Ramana Residency, 4 th Floor, Sampige Road, Malleshwaram, Bangalore – 560003, Karnataka

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: -

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Real Estate Activities	686810	98 %

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Moribus Holdings Pte Limited Add: 10, Marina Boulevard, #16-3, Marina Bay Financial Center, Singapore - 081983	--	Holding Company	99.99%	2(46)

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

A) 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 Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a) Individual/ HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1): -	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2) Foreign									
g) NRIs- Individuals									
h) Other- Individuals									
i) Bodies Corp.	19,989	01	19,990	100%	19,989	01	19,990	100%	Nil




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j) Banks / FI									
k) Any Other....									
Sub-total (A)(2): -	19,989	01	19,990	100%	19,989	01	19,990	100%	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2.Non-Institutions									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
Others (Specify)									




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Sub-total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	19,989	01	19,990	100%	19,989	01	19,990	100%	Nil

B) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1.	Moribus Holdings Pte Limited Add: 10, Marina Boulevard, #16-3, Marina Bay Financial Centre, Singapore - 018983	19,989	99.99%	--	19,989	99.99%	--	--




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2.	Virtuous Retail South Asia Pte Limited Add: 10, Marina Boulevard, #16-3, Marina Bay Financial Centre, Singapore - 018983	01	0.01%	--	01	0.01%	--	--
	Total	19,990	100%	--	19,990	100%	--	--

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

Sr. No	Shareholding of each Promoter	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	19,990	100%	19,990	100%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the End of the year	19,990	100%	19,990	100%




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Website: www.vrbengaluru.com; Phone No. 080-67234313**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No	Shareholding of each Promoter	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

C) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Promoter	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil

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Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
At the End of the year	Nil	Nil	Nil	Nil

D) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (in million)

Particulars	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,561.88	5118.63	-	13680.51
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not paid	-	-	-	-
Total (i + ii + iii)	8,561.88	5118.63	-	13680.51
Change in Indebtedness during the financial year	-	-	-	-
- Addition	2599.05	-	-	2599.05
- Reduction	2477.45	-	-	2477.45
Net Change	121.60	-	-	121.60
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	8683.47	5,118.63	-	13802.10
ii) Interest due but not paid	19.89	81.27	-	101.16
iii) Interest accrued but not due	-	537.60	-	537.60
Total (i + ii + iii)	8,703.36	5,737.50	-	14440.86




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REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager -**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	2.13	2.13
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify... (Salary)		
5.	Others, please specify		
6.	Total (A)	2.13	2.13
	Ceiling as per the Act		

B. Remuneration to other directors: Nil

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify		
	Total (1)	Nil	Nil
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission		

SUGAM VANIJYA HOLDINGS PRIVATE LIMITED

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 Website: www.vrbengaluru.com; Phone No. 080-67234313

Others, please specify (Remuneration)	Nil	Nil
Total (2)	Nil	Nil
Total (B)=(1+2)	Nil	Nil
Total Managerial Remuneration	Nil	Nil
Overall Ceiling as per the Act		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (INR in Million)			
		CEO	CS	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	0.72	0.95	1.67
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total	Nil	0.72	0.95	1.67

During the year, Mrs. Madhumita Sarkar has resigned from the position of Company Secretary and Ms. Upasana Dikshit has been appointed as the Company Secretary of the Company w.e.f.10th January, 2020.

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Further, Mr. Alagarsamy Sundar Raj has resigned from the post of Chief Financial Officer of the Company w.e.f.28th October, 2019 and Mr. Rajendra Pai has been appointed as the Chief Financial Officer of the Company w.e.f. 22nd November, 2019.

Mr. Sanjay Kumar Das has resigned from the post of Manager of the Company w.e.f.3rd July, 2019 and Mr. Rajendra Pai has been appointed as the Manager of the Company w.e.f. 10th January, 2020.

E) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors of Sugam Vanijya Holdings Private Limited


Amit Bhushan
Director
DIN – 01910476


Aparna Goel
Director
DIN - 00142961

Place: New Delhi

Date: 31st July, 2020

SUGAM VANIJYA HOLDINGS PRIVATE LIMITED

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Annexure – III RISK MANAGEMENT POLICY

Sugam Vanijya Holdings Private Limited, Bangalore like any other business entity is exposed to various risks in the normal course of its activities. No business can be conducted without accepting a certain level of risk, and any expected gain from a business activity is to be assessed against the risk that activity involves. The Company's policy is to identify risks particularly those risks which can threaten the existence of the Company. At the same time, the Company will also determine such risks which are within the limit of risk acceptance, followed by actions which need to be taken to avoid, mitigate, and transfer or to purely monitor the risk. Risk Management is a continuous process of analysing and managing the opportunities and threats faced by the Company in its efforts to achieve its goals, and to ensure the continuity of the business.

The risk can be classified as follows: Firstly, the risk can be identified as being internal or external, secondly subject matter wise the risk can be classified as:

1. Operational risk
2. Compliance related risk
3. Financial risk
4. Hazard risk

OPERATIONAL RISK:

The risks as assessed/faced by the Company at present are as follows:

1. The Company is exposed to normal industry risk factors of competition, economic cycle and uncertainties in the international and domestic markets.
2. Shortage of Skilled / Unskilled labour.
3. Government policies with regard to taxation on imports and domestic production which is affecting demand and putting pressure on prices.

Policy:

The Company has always been on fast track of modernization. The Company has its Retail Mall at Bangalore and Chennai in the current financial year, wherein the Company shall be adopting the measures and policies of engaging all skilled Service providing Agencies, Consultants and Employees to run and operate the Mall smoothly and effectively.

COMPLIANCE RELATED RISKS:

The risks as assessed/faced by the Company at present are as follows: In view of rapidly changing legislative framework in India directed towards a very stringent compliance by the corporate laws as is evident from the new Companies Act, 2013, various regulations framed by SEBI on regular basis and stringent provisions for penalty and prosecution, compliance related risk have assumed high importance.



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Policy: The Company's legal & Secretarial department constantly reviews the legislative changes to ensure that the Company complies with the changing regulations as a constant monitoring process and in time.

FINANCIAL RISKS:

The risks as assessed/faced by the Company at present are as follows:

The Company does not see any financial risks as the Company is having sufficient funds to complete its Retails Malls. After completion of the Malls, the Company shall be able to operate the Malls on lease basis, where Company shall not require own funds.

HAZARD RISKS:

The risks as assessed/faced by the Company at present are as follows:

There is risk towards damage of Company's Assets like Building, Plant & Machinery, Furniture, Office Equipment, etc. There is also risk of health of its employees and dependent.

Policy: The Company has taken appropriate insurance policy to cover risk related to its moveable and Immoveable Assets. As far as health is concern, the company cover a group of employees under Mediclaim Policies issued by Insurance companies approved by IRDA.

OTHER EMPLOYEE RELATED RISK:

The risks as assessed/faced by the Company at present are as follows:

There is risk related to fraud, theft, misuse of company property and transmitting the data accounts to outsider.

Policy: The Company Code of business ethics is the key guideline for all employees. The Company is committed to high ethical standards and integrity in its businesses, preventing corruption and violations of the principles set forth in the code of business ethics of the Company. The Company's top management has zero tolerance for corruption and fraud.

For and on behalf of the Board of Directors of Sugam Vanijya Holdings Private Limited


Amit Bhushan
Director
DIN – 01910476


Aparna Goel
Director
DIN - 00142961

Place: New Delhi
Date: 31st July, 2020

Independent Auditor's Report On the Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**To
The Board of Directors of
Sugam Vanijya Holdings Private Limited**

Report on the audit of the Financial Results

Opinion

We have audited the accompanying statement of financial results of Sugam Vanijya Holdings Private Limited (the "Company"), for the year March 31, 2020 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information of the Company for the year ended March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" 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 Act 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw to attention to Note 5 to the statement which states that the Company is in legal dispute in relation to a portion of its land, alleged to be encroached land reserved for public purposes. Our opinion is not modified in respect of this matter.

We draw attention to Note 8 to the statement for the year ended March 31, 2020, which describes the management's evaluation of COVID-19 impact on the business operations and future cash flows of the Company and its consequential effects on the carrying value of its assets as at March 31, 2020. In view of the uncertain economic conditions, the management's evaluation of the impact on the subsequent periods is highly dependent upon conditions as they evolve. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Financial Results

The Statement has been prepared on the basis of the annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Results

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

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

- Identify and assess the risks of material misstatement of the Statement, 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 the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

Other matters

Further, we report that the figures for the half year ended March 31, 2020 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2020 and the restated unaudited figures for the half year ended September 30, 2019, which were subjected to a limited review by us, as required under the Listing Regulations.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Adarsh Digitally signed
by Adarsh Ranka
Ranka Date: 2020.07.31
16:57:00 +05'30'

per Adarsh Ranka
Partner
Membership No.: 209567

UDIN: 20209567AAAAEE5828

Place: Bengaluru, India
Date: July 31, 2020

Statement of Audited Financial results for the Year Ended March 31, 2020

a. Statement of profit and loss

		(Rs. In millions)			
	Particulars	Current 6	Corresponding 6	Current year	Previous year
		months ended 31/03/2020	months ended in the previous year 31/03/2019	ended 31/03/2020	ended 31/03/2019
		[Refer Note 10]	[Refer Note 10]	[Audited]	[Audited]
1	Income				
	Revenue from operations	1,227.87	1,125.76	2,479.75	1,788.29
	Other income	25.68	31.17	55.18	48.21
	Total Income	1,253.55	1,156.93	2,534.93	1,836.50
2	Expenses				
	Employee benefits expense	67.92	87.56	166.58	151.85
	Depreciation and amortization expense	201.88	193.62	400.13	338.23
	Finance costs	768.65	837.90	1,530.10	1,359.58
	Other expenses	543.88	586.95	1,017.24	927.57
	Total Expenses	1,582.33	1,706.03	3,114.05	2,777.23
3	Loss before exceptional items and tax (1-2)	(328.78)	(549.10)	(579.12)	(940.73)
4	Exceptional items (refer note 8)	220.18	-	220.18	-
5	Loss before tax (3-4)	(548.95)	(549.10)	(799.29)	(940.73)
6	Tax expense				
	(i) Current tax	-	-	-	-
	(ii) Deferred tax charge/(credit)	25.79	34.45	50.71	46.26
	Total	25.79	34.45	50.71	46.26
7	Loss for the year (5-6)	(574.74)	(583.55)	(850.01)	(986.99)
8	Other comprehensive income (net of tax expenses)	0.84	(1.12)	0.84	(1.12)
9	Total comprehensive income for the period (7+8)	(573.90)	(584.67)	(849.16)	(988.11)
10	Paid-up equity share capital (Face value per share - Rs. 10)	0.20	0.20	0.20	0.20
11	Paid-up debt capital (refer note 6)	14,100.56	13,680.51	14,100.56	13,680.51
12	Reserves and Surplus (included under Other Equity)			(1,148.30)	(299.14)
13	Earnings Per Share (EPS) - (In Rs.) (not annualised, face value Rs.10)				
	a) Basic	(26,253)	(26,655)	(38,826)	(45,084)
	b) Diluted	(26,253)	(26,655)	(38,826)	(45,084)
14	Debt equity ratio (refer note 6)			(12.28)	(45.76)
15	Debt service coverage ratio (DSCR) (refer note 6)			0.18	0.08
16	Interest service coverage ratio (ISCR) (refer note 6)			0.48	0.11

(M) *Apana Goel* 



b. Balance Sheet

		(Rs. in millions)	
Particulars		As at 31/03/2020	As at 31/03/2019
		[Audited]	[Audited]
1	ASSETS		
	Non-current Assets		
	Property, plant and equipment	629.45	599.09
	Investment property	12,565.93	12,831.85
	Capital work-in-progress	25.39	118.69
	Financial Assets		
	Investments	0.01	0.00
	Other financial assets	64.69	35.41
	Assets for Current tax (net)	538.61	358.68
	Other non-current assets	221.27	124.21
	Sub total	14,045.35	14,067.93
	Current Assets		
	Inventories	20.57	13.10
	Financial assets		
	Loans	0.50	-
	Trade receivables	166.64	127.83
	Cash and cash equivalents	501.51	149.51
	Bank balances other than Cash and cash equivalents	339.59	244.80
	Other current financial assets	63.16	73.00
	Other current assets	36.01	186.34
	Sub total	1,127.97	794.57
	Total Assets	15,173.33	14,862.51
2	EQUITY AND LIABILITIES		
	Equity		
	Equity share capital	0.20	0.20
	Other equity	(1,148.30)	(299.14)
	Sub total	(1,148.10)	(298.94)
	LIABILITIES		
	Non-Current Liabilities		
	Financial liabilities		
	Borrowings	13,564.60	13,549.47
	Other non-current financial liabilities	846.02	383.35
	Deferred revenue	43.55	73.45
	Long term provisions	3.72	3.61
	Deferred tax liabilities (net)	346.45	295.45
	Sub total	14,804.34	14,299.33
	Current Liabilities		
	Financial liabilities		
	Borrowings	298.45	-
	Trade payables		
	i) total outstanding dues of micro enterprises and small enterprises	-	-
	ii) total outstanding dues of creditors other than micro enterprises and small enterprises	184.16	165.28
	Other current financial liabilities	955.40	604.09
	Other current liabilities	35.45	38.10
	Deferred revenue	41.17	52.26
	Provisions	2.44	2.39
	Sub total	1,517.08	862.12
	Total equity and liabilities	15,173.33	14,862.51



(14)
Aparna
(14) *[Signature]*

Sugam Vanija Holdings Private Limited
Corporate Identity Number (CIN): U74899KA1987PTC070519

Registered Office: VR Bengaluru, No. 11B, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli, Bengaluru, Karnataka - 560048

Notes to the financial results for the year ended March 31, 2020

- 1 Sugam Vanija Holdings Private Limited ('the Company' or 'Sugam') had issued 448 redeemable non-convertible debentures ('NCD') of Rs.10,000,000 each on February 04, 2015, which were listed on BSE Limited ('BSE') on February 04, 2015. Further, the Company had issued 4,725 secured redeemable non-convertible bonds of Rs.1,000,000 each on December 20, 2018, which were listed on BSE Limited ('BSE') on January 09, 2019.
- 2 The above audited financial results of the Company for the year ended March 31, 2020 have been reviewed by the Audit Committee and taken on record at the meeting of the Board of Directors of the Company held on July 31, 2020. The statutory auditors of the Company have audited the annual financial results of the Company for the year ended March 31, 2020.
- 3 Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" using the modified retrospective approach which is applied to all lease contracts existing on April 01, 2019. Accordingly, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 116 was insignificant on the financial results.
- 4 The Company is engaged in carrying on the business of real estate development, leasing and hospitality and related services. As such, the Company operates in single business and geographical segment and hence disclosing information as per requirements of Ind AS 108 "Operating Segments" is not required.
- 5 In March 2014, the Tehsildar of East Taluk, K.R. Puram, Bengaluru, had issued a notice to the Company to stop the construction of the VR Mall, Bengaluru at Devasandra Village, Bengaluru East Taluk, citing inaccurate allegations against the Company when the mall was under construction. The Tehsildar was of the contention that the Company had build the compound area in the encroached land ("the disputed land").

The Company filed a writ petition in Honourable High Court of Karnataka ("the High Court") against the said notice issued by the Tehsildar. A stay was granted by the High Court vide its order dated March 15, 2014 and also directed the Government of Karnataka to file its reply. The Government of Karnataka had filed its reply thereon. The High Court of Karnataka in its judgement dated February 16, 2016 had vacated the stay granted earlier and stated that the Government will take into consideration all the documents produced by the Company and would proceed further only after looking at all the documents. The High Court has also stated that the Company shall not be dispossessed of the disputed land otherwise other than under the process of law. On September 03, 2015, the Company had obtained final occupancy certificate for the Mall.

A new order was passed by the Assistant Commissioner, Bengaluru North, sub-division dated March 08, 2017 stating that the disputed land possessed by the Company was encroached Government land reserved for public purpose. The Commissioner ordered to evict the Company from an extent of 4046.86 square meters of land and directed the Tehsildar, Bengaluru East Taluk to take action to evict the Company from the said land, resume it to Government and safeguard the same as 'Government Property'. The Company had challenged the said order in the High Court of Karnataka. The High Court of Karnataka admitted the writ petition, granted a stay vide its order dated March 24, 2017 and has also directed the Government of Karnataka to file its reply. The Government of Karnataka and other respondents have not filed their objection till date. The Company has also filed a contempt petition on March 20, 2017 stating that new order issued by the Assistant Commissioner was against the earlier order issued by the High Court of Karnataka.

During the year ended March 31, 2018, a Special court, had initiated a suo moto proceedings against the Company. On February 27, 2018, the said Court has dismissed the proceedings and released the Company from the said proceedings.

In view of pending writ petition, the Company's Management based on its assessment and previously obtained legal opinion on this matter believe that the Company has a strong case based on the facts and documentation available and would in all likelihood succeed and its writ petition on this matter would be allowed. The Company's management believes that the Company is not likely to suffer any financial or other liabilities which would materially impact the Company's finances and operations. Accordingly, the Company is not carrying any provision for the above mentioned case in its books of account.

6 Assumptions to financial ratios:

- a) Debt Equity Ratio = Paid up debt capital / equity (Net worth)
Equity (Net worth) = Equity share capital + Other equity (including retained earnings and securities premium)
Paid up debt capital - Long term borrowings + current maturities of long term borrowings + short term borrowings.
- b) Debt Service Coverage Ratio (DSCR) = Profit or loss before finance cost and tax expense / (Finance costs + Principal repayment)
- c) Interest Service Coverage Ratio (ISCR) = Profit or loss from operations before finance cost and tax expense / Finance costs.

- 7 During year ended March 31, 2020, the Company has entered into an arrangement with another entity to move out its leasing of office spaces located in Bengaluru and Chennai. In view of which, the Company has terminated existing lease agreements with certain tenants on August 31, 2019. The Company has entered into lease/ maintenance agreement with the aforesaid entity for the said office spaces effective September 01, 2019 and accordingly made necessary adjustments to the financial results.



(2)
Aparna Gopal
7/

Sugam Vanija Holdings Private Limited
Corporate Identity Number (CIN): U74899KA1967PTC070519

Registered Office: VR Bengaluru, No. 11B, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli, Bengaluru, Karnataka - 560048

- 8 World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company suspended the operations in all ongoing projects in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in Project execution, supply chain disruption, unavailability of personnel, closure of hospitality facilities and retail spaces during the lockdown period.

The Company's management has considered the possible effects that may result from the COVID-19 pandemic on the carrying value of assets [including property, plant and equipment, investment property, capital work in progress, inventories, loans and receivables]. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources of information to assess the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on the current estimates, the Company expects that the carrying amount of these assets, as reflected in the balance sheet as at March 31, 2020, are fully recoverable. The management has also estimated the future cash flows with the possible effects that may result from the COVID-19 pandemic and does not foresee any adverse impact on realising its assets and in meeting its liabilities as and when they fall due. The actual impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial results.

The Central and State Governments have initiated steps to lift the lockdown and the Company will adhere to the same as it resumes its activities. Retail spaces and hospitality facility have resumed operations. The Company will continue to closely observe the evolving scenario and take into account any future developments arising out of the same.

During the year ended March 31, 2020, an impairment loss of Rs. 220.18 million has been recognised in the statement of profit and loss, which represents the write-down value of certain property, plant and equipment to the recoverable amount as a result of the impact of COVID-19 pandemic. The recoverable amount of the said properties of Rs. 613.16 million as at March 31, 2020 was based on value in use and was determined at the level of the cash generating unit ("CGU") being individual hotel properties. In determining value in use for the CGUs, the cash flows were discounted at a rate ranging from 12.50% to 13.50% on a pre-tax basis. Also, refer note 9 below.

- 9 The financial results indicate that the Company has accumulated losses amounting to Rs. 1,148.30 million, its net worth has been fully eroded and current liability exceeds current assets by Rs. 389.11 million as at March 31, 2020.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities. The financial results of the Company have been prepared on a "Going Concern" basis, based on the letter of support from its Parent Company for a period of at least 1 year.

- 10 The figures for the half year ended March 31, 2020 and March 31, 2019 are the derived balancing figures between audited figures in respect of full financial year ended March 31, 2020 and March 31, 2019 respectively and the unaudited figures (restated for reasons detailed in Note 11 below) in respect of half year ended September 30, 2019 and September 30, 2018 respectively.

- 11 The Company had not accounted interest expenses aggregating to Rs. 313.04 millions on Fully Compulsorily Convertible Debentures (FCCDs) payable on quarterly basis and Non Convertible Debenture (NCDs) payable on annually basis for the six months period ended September 30, 2019. Accordingly, loss before tax for the six month period ended September 30, 2019 was lower by Rs.313.04 million, Shareholders' funds was higher by Rs. 338.63 millions and the auditors had qualified their review report for the six months ended September 30, 2019. The Company has now accounted for the said interest and the figures in respect of half year ended March 31, 2020 is the derived balancing figure between audited figure in respect of full financial year ended March 31, 2020 and the restated balances for the period ended September 30, 2019 after adjustment of prior period error.

- 12 Figures pertaining to previous period have been regrouped or reclassified, wherever necessary, to conform to the classification adopted in the current period.

For and on behalf of the Board of Directors of
Sugam Vanija Holdings Private Limited


Aparna Goel
Director

Place : New Delhi, India
Date : July 31, 2020




Amit Bhushan
Director

NIRMAL PATEL & ASSOCIATES

C 115, Raj Legacy, Surya Nagar, Vikhroli (West), Mumbai – 400083

Email: csnirmalpatel@gmail.com Tel. +91-9893352996

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of “SUGAM VANIJYA HOLDINGS PRIVATE LIMITED” (“the Company”) CIN: U74899KA1987PTC070519 as required to be maintained under the Companies Act, 2013 (the “Act”) and the rules made there under, for the financial year ended 31st March, 2020. In my opinion, to the best of my information, according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder, in respect of:
 1. its status under the Act;
 2. maintenance of Registers/Records and making entries therein, within the due date;
 3. filing of forms and returns as stated in the Annual return and are mentioned herein, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court~~ or other authorities, wherever applicable within prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed;
 5. the Company was not required to close Register of Members / Security holders during the Financial Year ended on 31st March, 2020.
 6. the Company has not advanced loans to its directors and/ or persons or firms or companies referred in section 185 of the Act;
 7. the Company has entered into contracts/arrangements with related parties as specified in section 188 of the Act; Further, all related party transactions are in the ordinary course of business and on arm's length basis;
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/ securities and issue of security certificates in all instances -the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020;
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020;



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10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Companies Act, 2013 - the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020;
11. signing of audited Financial Statement as per the provisions of section 134 of the Companies Act, 2013 and report of Directors is as per section 134 of the Companies Act, 2013;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. appointment/ reappointment / filling up casual vacancy of auditor as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act - the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020;
15. acceptance/ renewal/ repayment of deposits - the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable - the Company has not borrowed any amount from its Directors, members, public financial institutions and others. However, Company has done one modification of charge and filed Form to RoC during the Financial Year ended 31st March, 2020;
17. loans and investments or guarantee given or providing of securities in other bodies corporate or persons falling under the provisions of section 186 of the Act - the Company has not granted any loan/investments or guarantees so it was not required to comply with the said provision for the Financial Year ended 31st March, 2020;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company - the Company was not required to comply with the said provision for the Financial Year ended 31st March, 2020.

Place: Mumbai

Date: 26th February, 2021

UDIN: A043581B003624829

Signature

Company Secretary

Membership No.: A43581

Certificate of Practice No.: 18789



SYED SHAHABUDDIN

Company Secretary

85/2, Muniswamappa Road, 01st Cross Road,

J C Nagar, Bangalore-560006

Mobile: 9844292045 | e- mail: syed1948@gmail.com

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED: **31st March, 2020**

To:

The Members

Sugam Vanijya Holdings Private Limited

VR Bengaluru, No. 11b, Sy No. 40/9,

Devasandra Industrial Area, 2nd Stage,

KR. Puram Hobli Bangalore-560048

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sugam Vanijya Holdings Private Limited (Hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the Financial Year ended on March 31, 2020 (hereinafter referred to as "the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. The Company had not obtained any External Commercial Borrowing during the period under review;



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period); and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I 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;
- (ii) Listing Agreements entered into with both the Stock Exchanges (BSE & NSE).
- (iii) The other laws as may be applicable to the Company.

I have not examined compliance by the Company with respect to applicable financial laws like direct and indirect tax laws, since the same have been subject to review by statutory auditors and other designated professionals.

During the audit period, the Company has complied with the provisions of the Acts Rules, Regulations, Guidelines, etc., mentioned above,



I further report that:

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

As per the minutes of the meetings duly recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

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

Place: Bangalore
Date: 29.06.2020

SYED SHAHABUDDIN
B.Com., A.C.S.,
Company Secretary
C.P. No. 11932


Syed Shahabuddin
Company Secretary
Membership No:4121
Certificate of Practice No: 11932
UDIN: A004121B000397096



SYED SHAHABUDDIN

Company Secretary

85/2, Muniswamappa Road, 01st Cross Road,

J C Nagar, Bangalore-560006

Mobile: 9844292045 | e- mail: syed1948@gmail.com

Secretarial Compliance Report of Sugam Vanijya Holdings Private Limited for the year ended March 31, 2020

I have examined:

- (a) all the documents and records made available to us and explanation provided by Sugam Vanijya Holdings Private Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

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



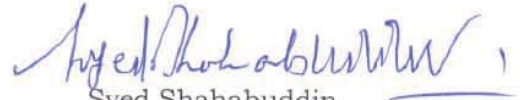
Based on the above examination, I hereby report that, during the Audit Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;
- (d) This being the first year of audit, the matter of observations for previous year is not applicable.

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

Place: Bangalore
Date: 29.06.2020

SYED SHAHABUDDIN
B.Com., A.C.S.,
Company Secretary
C.P. No. 11932


Syed Shahabuddin
Company Secretary
Membership No:4121
Certificate of Practice No: 11932
UDIN: A004121B000397096



SYED SHAHABUDDIN

Company Secretary

85/2, Muniswamappa Road, 01st Cross Road,

J C Nagar, Bangalore-560006

Mobile: 9844292045 | e- mail: syed1948@gmail.com

Annexure A

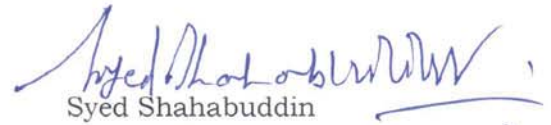
To:
The Members,
Sugam Vanijya Holdings Private Limited

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

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

Place: Bangalore
Date: 29.06.2020

SYED SHAHABUDDIN
B.Com., A.C.S.,
Company Secretary
C.P. No. 11932


Syed Shahabuddin
Company Secretary
Membership No:4121
Certificate of Practice No: 11932
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