

MAHAVEER INFOWAY LIMITED

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27th ANNUAL REPORT
2017 - 2018



Mahaveer
Infoway Ltd

**27th ANNUAL REPORT
2017-2018**

7-1-24/2/C, 301/A, Dhansi Surabhi Complex,
Greenlands, Ameerpet, Hyderabad - 500 016.

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CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER: L65910TG1991PLC012704

WEBSITE: www.minfy.com

INVESTOR E-MAIL ID: cs@minfy.com

CONTACT NO.: +91 40 66134054/55

LISTED AT : BSE Limited

DEMAT ISIN NUMBER IN NSDL& CDSL: INE019D01016

REGISTERED OFFICE: 7-1-24/2/C, 301/A, Dhansi Surabhi Complex,
Greenlands, Ameerpet, Hyderabad-500016,
Telangana.

BRANCH OFFICE: 1st Floor, Old Income-Tax Building, Vidyanagar,
Hubli - 580021,

BOARD OF DIRECTORS:

1.	Mr. Ashok Kumar Jain	Managing Director	(DIN: 00043840)
2.	Mr. Vinit Maharia	Director	(DIN: 02075755)
3.	Mr. Vijay Jain	Director	(DIN: 02321195)
4.	Mr. Jeetendra Kumar Bhansali	Director	(DIN: 02894546)
5.	Mr. Ramesh Prasanna Dixit	Director	(DIN: 02894687)
6.	Mr. Rajender Kumar Jain	Director	(DIN: 03093801)
7.	Mr. Budhi Prakash Toshniwal	Director	(DIN: 00147869)
8.	Ms. A Neelima Reddy	Director	(DIN: 00162177)
9.	Mr. Harinarayan Vyas	Director	(DIN: 07120883)

COMPLIANCE OFFICER & COMPANY SECRETARY: Ms. Sameeksha Sharma

AUDIT COMMITTEE:

Mr. Budhi Prakash Toshniwal	Chairman
Mr. Vinit Maharia	Member
Ms. A Neelima Reddy	Member
Mr. Harinarayan Vyas	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Vinit Maharia	Chairman
Mr. Budhi Prakash Toshniwal	Member
Ms. A Neelima Reddy	Member
Mr. Harinarayan Vyas	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. A Neelima Reddy	Chairperson
Mr. Budhi Prakash Toshniwal	Member
Mr. Vinit Maharia	Member
Mr. Harinarayan Vyas	Member

AUDITORS:

STATUTORY AUDITORS

S RAJASEKHAR
Chartered Accountants
3-1-6/41/1/12, Green Hills Colony,
Mallapur, Secunderabad,
Hyderabad- 500076.

SECRETARIAL AUDITORS

M/s. S.S. REDDY & ASSOCIATES
Practicing Company Secretary
Plot No.8-2-603/23/2 & 8-2-603/23/15,
2nd Floor, HSR Summit, Road No. 10,
Banjara Hills, beside No. 1 News Channel
Office, Hyderabad-500034

BANKERS:

Axis Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad- 500018.
Ph: 040-23818475/ 23818476/ 23868023, Fax: 040-2386802

27TH ANNUAL GENERAL MEETING

Date: Thursday, 27th September, 2018

Time: 10.30 am

Venue: 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands,
Ameerpet, Hyderabad-500016, Telangana.

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of M/s. Mahaveer Infoway Limited will be held on Thursday, the 27th day of September, 2018 at 10.30 A.M. at Registered Office of the Company situated at 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad Telangana-500016 India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31' 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To Appoint a Director in place of Mr. Rajender Kumar Jain(DIN: 03093801), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint a Director in place of Mr. Jeetendra kumar Bhansali (DIN: 02894546), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Mr.S.Rajashekar, Chartered Accountant, Hyderabad as Statutory Auditors in place of retiring auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and pursuant to recommendation of Audit Committee, Mr.S.Rajashekar, Chartered Accountant be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 27th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

SPECIAL BUSINESS:

5. **Re-appointment of Mrs. Allola Neelima Reddy as Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Allola Neelima Reddy (DIN: 00162177), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** Mr. Vijay Jain, Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

6. Re-appointment of Mr. Budhi Prakash Toshniwal as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Budhi Prakash Toshniwal (DIN: 00147869), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** Mr. Vijay Jain, Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

7. Re-appointment of Mr. Vinit Maharia as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinit Maharia (DIN: 02075755), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive

years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** Mr. Vijay Jain, Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

8. Amendment of Main Objects of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time and /or any other statutory or regulatory authority, as may be necessary, consent of the members of the Company be and are hereby amended by merging clauses 1,2, 3 and 4 as clause 1 and 2 which shall read as under and by inserting new sub clause 3, 4, and 5 as mentioned below:”

1. To promote, establish, organize, maintain, operate, undertake, manage, develop and encourage in India and abroad, Ecommerce, run cyber cafe's and Internet solutions including becoming Internet service providers, selling, procuring, hiring, leasing, using, disposing off, operating, fabricating, constructing, assembling, repairing, being agents, brokers, franchise; representatives, advisors, or otherwise to deal in all kinds of Internet related or general computer hardware and software, software development and consultancy services, software job works including internet related software and services, desktop software, system software and any other software on the Intel or other platform for industrial, commercial, domestic, publicity, defence, government, semi-government, applications, and other general customers and to do all incidental acts and things necessary for the attainment of the said object and to promote, establish, organize, maintain, operate, undertake, manage, develop and encourage in India or Abroad Computer coaching/training centres, data processing centres, Computer hardware maintenance and to undertake repairs and to do all incidental acts and things necessary for the attainment of the aforementioned objects.
2. To carry on in India or Abroad the business of manufacture, develop, import, buy, sell, distribute, transfer, lease, hire, license, use, dispose-off, operate, fabricate, construct, assemble, record, repair, maintain, recondition, work, alter, convert, improve, procure, install, modify, to act as consultants, agents, brokers, franchises, job-workers, representatives, advisors or otherwise to deal in all kinds of Computers, calculators, Mobiles, micro-processor, electronic and electrical apparatus, software, equipment's, gadgets, peripherals, modules, auxiliary instruments, tools, plant and machinery, works, components and fixtures of different capacities, sizes, specifications, applications, description and modules, use or may be used in the field of business, trade, commerce, industry, publicity, government, space, aviation, surface, water and air transports, mining, power, traffic control, police communications, weather satellite research, hospitals, hotels, advertising, education, decorations, automobiles, geographical Computers, engineering processing equipment's, copying

machines, electronic telephone exchanges further to impart training, conduct seminars, workshops, educational courses on Computers, Computer maintenance, Software development, Software exports, and to depute personnel to develop and design software in India and abroad and to start Software Technology Park in India or abroad.

3. To carry on in India and elsewhere the business of contractors, consultants and supervisors for construction of building, houses, multi-story flats, offices, factories, workshops, water supply projects, sewage projects, hydraulic projects, civil construction projects, irrigation projects, agricultural projects, mechanical projects, electrical projects, earth work projects, commercial apartments, Road, Highways, Culverts, Bridge, dams, barrages, canals, and other allied projects and to undertake such projects/ works on own, build and operate basis and to act as manufacturers, importers, exporters, buyers, sellers, repairers, stockiest and otherwise dealers of all types of plant, equipment, machinery, spare part and accessories required in connection therewith. Further to carry on the business of trading, importing, exporting and/or process, assemble, repair or otherwise deal in all kinds of equipment's, material, machinery and accessories used in construction, water supply, sewage, civil construction, power generation, irrigation, agricultural, mechanical works/projects/jobs.
4. To promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, industrial Complexes, houses, buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estate's agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same and to carry on any services as an agent or enter into arrangement with Central Government, State Government, Semi Government Bodies, Private Parties or Authorities, whether Municipal, Local or otherwise or with any institution or company in India or abroad and to procure or maintain from such Government Authority, person, institution or company, rights of all sorts for assistance, privileges, charters, contracts, licenses and concessions further to carry on any services as an agent or enter into arrangement with Central Government, State Government, Semi Government Bodies, Private Parties or Authorities, whether Municipal, Local or otherwise or with any institution or company in India or abroad and to procure or maintain from such Government Authority, person, institution or company, rights of all sorts for assistance, privileges, charters, contracts, licenses and concessions which the company may think it desirable and to carry out, exercise and comply therewith.
5. To carry on the business of buying, selling, trading, procuring, exploring, extracting, refining, transporting, marketing, importing, exporting all types of Bitumen, fuel, mineral oils, coals, petroleum products of every kind, lubricating oils, and all other ancillary products.

"RESOLVED FURTHER THAT to adopt the new Memorandum of Association of the Company as per the Table A of the Schedule I of the Companies Act, 2013 and subsequent to this alteration of Memorandum of Association as per the Companies Act, 2013, the existing sub-clauses "sub-clause (B) of Clause III" and "sub-clause (C) of Clause III" be merged in a single sub-clause, "sub-clause (B) of Clause III" and consequently changing the object numbering as may be appropriate."

"RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:"

Clause III (A) – The objects to be pursued by the Company are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

"RESOLVED FURTHER THAT Mr. Vijay Jain, Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of
Mahaveer Infoway Limited

Sd/-

Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Place: Hyderabad
Date: 14.08.2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2018 to 27.09.2018 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (**M/s. Venture Capital and Corporate Investments Private Limited**).
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital and Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 10 days before the date of meeting so

that information can be made available at the meeting.

13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/ transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
16. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
17. Electronic copy of the Annual Report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.
18. Route Map of venue of Annual General Meeting is annexed to the Notice.
19. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website www.minfy.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@minfy.com.
20. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, 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 the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by

remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 24, 2018 (09.00 am) to September 26, 2018 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at cs@minfy.com However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physicalshareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Mahaveer Infoway Limited> on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under

help section or write an email to helpdesk.evoting@cdslindia.com.

21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 20.09.2018.
22. Mr. S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
24. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.minfy.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
25. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
26. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

Name of the Director	Mrs. A Neelima Reddy	Mr. Budhi Prakash Toshniwal	Mr. Vinit Maharia	Mr. Rajender Kumar Jain	Mr. Jeetender Kumar Bansali
Date of Birth	27/12/1987	20/01/1958	14/11/1981	24/4/1964	14/01/1977
Date of Appointment	30/09/2013	30/05/2010	23/08/2003	30/4/1996	30/10/2004
Qualifications	Master of Business Management (HR)	Graduate in Commerce	Graduate in Commerce	Gruaduate	B.Tech (Mech)
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	NIL	CIL SECURITIES LIMITED	NIL	NIL	NIL
Inter se relationship among Directors	None	None	None	Brother of Ashok Kumar Jain	None

For and on behalf of the Board of
Mahaveer Infoway Limited
Sd/-

Place: Hyderabad
Date: 14.08.2018

Ashok Kumar Jain
Managing Director
(DIN: 00043840)

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 5, 6 and 7:

Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal were appointed as an Independent Non-Executive Director of the Company by the members at the 23rd AGM of the Company held on 30th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, considers that, given their background and experience and contribution made by them during their tenure, the continued association of Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company

The Company has received declarations from them stating that he/she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He/she has also given their consent to continue to act as Directors of the Company.

In the opinion of the Board, Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal fulfill the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their re-appointment as an Independent Non-Executive Directors of the Company. Copy of the draft letter for appointment of Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal as an Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his/her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal as an Independent Directors.

Accordingly, the Board recommends passing of the Special Resolutions in relation to re-appointment of Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal as an Independent Directors for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal, being an appointee and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at

Item No. 5, 6 and 7 of the accompanying Notice of the AGM. Mrs. Allola Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwalare not related to any Director of the Company.

Item No. 8:

The Board of directors of the company felt to diversify the business activities of the company to Construction & Developments, material Supplier and other construction related activities. In this regard the Board approved to amend the main objects subject to the approval of the members of the company.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA"), with a view to align the existing MOA of the Company with Table A of Schedule I of the Companies Act, 2013 and in accordance with Sections 4 and 13 of Act, it is proposed to adopt and alter the MOA of the Company by merging the Objects under Clause III (C) – "Other Objects" with Clause III (B) – "Objects Incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Clause.

Pursuant to the provisions of Section 4 & 13 of the Companies Act, 2013, amendment of objects requires approval of members. Hence, approval of the members is sought in terms of the said sections.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 8 of the Notice of AGM.

For and on behalf of the Board of
Mahaveer Infoway Limited

Sd/-

Ashok Kumar Jain

Managing Director

(DIN: 00043840)

Place: Hyderabad

Date: 14.08.2018

DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting before you the 27th Directors Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

1. Financial summary/highlights, operations, state of affairs:

The performance during the period ended 31st March, 2018 has been as under:

(In Rupees)

PARTICULAR	2017-2018		2016-2017	
	Consolidated	Standalone	Consolidated	Standalone
Total Income	148,782,354	24,517,402	183,232,390	146,787,646
Total Expenditure	151,832,984	301,18,093	186,587,188	150,952,270
Profit Before Tax	(30,50,630)	(560,06,91)	(3,354,798)	(4,164,624)
Provision for Tax	789,349	58,782	369,267	81,074
Profit after Tax	(38,39,979)	(56,59,473)	(3,724,065)	(4,245,698)
Profit Brought from Previous Year	(3,724,065)	(42,45,698)	18,569,963	15,219,330
Profit available for appropriation	105,58,296	53,72,941	14,845,696	10,973,632
Provision for Proposed Dividend	--	--	--	--
Provision for Corporate Tax	--	--	--	--
Balance Carried to Balance Sheet	105,58,296	53,72,941	14,845,696	10,973,632

During the year under review, the Gross Revenue of the Company decreased from Rs. 183,232,390/- compared to Rs.148,782,354/- in the current year. The loss after tax for the year increased to Rs. (38,39,979)/- compared to Rs. (3,724,065) in the previous year.

On Standalone basis, the total revenue of the Company for the financial year 2017-18 was Rs. 245,17,402/- lakhs as against Rs. 146,787,646/- lakhs for the previous financial year. The net loss for the financial year 2017-18 is Rs.56, 59, 473/- Lakhs as against the net loss of Rs. 42,45,698/- lakhs for the previous year.

2. Disclosures under section 134(3)(l) of the companies act, 2013: change in the nature of business, if any:

During the period under review and the date of Board's Report there was no change in the nature of Business. There have been no material changes and commitments, affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

3. Disclosures under section 134(3)(k) of the companies act, 2013:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

4. Disclosures under section 134(3)(j) of the companies act, 2013: transfer to reserves:

Directors have decided not to transfer any amount to reserves for the year.

5. Revision of financial statements:

There was no revision of the financial statements for the year under review.

6. Disclosure under section 43(a)(ii) of the companies act, 2013: shares with differential rights:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

7. Disclosure under section 54(1)(d) of the companies act, 2013: issue of sweat equity shares:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

8. Disclosure under section 62(1)(b) of the companies act, 2013: issue of equity shares under employees stock option scheme:

9. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

10. Disclosure under section 67(3) of the companies act, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

11. Details of significant material orders passed by regulators, courts, tribunals, impacting the going concern basis of the company:

There were no significant material orders passed by regulators, courts, tribunals, impacting the going concern basis of the Company.

12. Details relating to deposits, covering the following:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8 (v) of Companies (Accounts) Rules 2014, during the financial year under review.

13. Corporate governance:

Corporate Governance is not applicable to the company since the paid up equity share capital and net worth of the company does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily provides a separate section in the Annual Report titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Management discussion and analysis report:

Management discussion and analysis report for the year under review as stipulated under Regulation 4(3) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure

Requirements), Regulations 2015 with the stock exchange in India is presented in a separate section forming part of the annual report.

15. Board meetings:

The Board of Directors duly met 4 (Four) times on 30/05/2017, 14/08/2017, 13/11/2017 and 12/02/2018 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

16. Directors and key managerial personnel:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Jeetendra Kumar Bhansali (DIN: 02894546) and Mr. Rajender Kumar Jain (DIN: 03093801), Directors, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment to the Board. Pursuant to the provisions of the Companies Act, 2013 ("the Act") and Clause 49 of the erstwhile Listing Agreement, Ms. A Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal were appointed as Independent Non-Executive Directors to hold office for five consecutive years for a term up to 31st March, 2019 by the Members of the Company in the 30th Annual General Meeting held on 30th September, 2014. They are eligible for reappointment as Independent Directors for another term of five consecutive years.

Pursuant to the provisions of the Act, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends for the approval of the Members through Special Resolution at the ensuing Annual General Meeting reappointment of Ms. A Neelima Reddy, Mr. Vinit Maharia and Mr. Budhi Prakash Toshniwal as Independent Directors for another five consecutive years from 1st April, 2019 upto 31st March, 2024.

Profile and other information of the aforesaid Directors, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 forms part of the notice convening the ensuing Annual General Meeting.

The above proposal for re-appointment forms part of the Notice of the 27th Annual General Meeting and the relevant Resolutions are recommended for your approval therein.

17. Extract of annual return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Annual Report in Annexure I.

18. Authorised and paid up capital of the company:

The authorized capital of the company stands at 6,00,00,000 /- divided into 60,00,000 equity shares of Rs.10/- each and The company's paid up capital at 5,50,90,000/- divided into 55,09,000 equity shares of Rs. 10/- each.

19. Director's Responsibility Statement: -

In pursuance of section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and

fair view of the state of affairs of the company at the end of the financial year and of the 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.
- 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.

20. Declaration from independent directors on annual basis:

The Company has received a declaration from Mr. Budhi Prakash Toshniwal, Ms. A. Neelima Reddy, Mr. Vinit Maharia and Mr. Harinarayan Vyas, Independent Directors of the Company to the effect that they are meeting the criteria of Independence as provided in Sub-section (7) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such Declarations is attached in Annexure II of this Report.

21. Board evaluation:

Performance Evaluation of the Board, its Committees and Individual Directors Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

The annual performance evaluation of the Board, its Committees and each Director has been carried out for the financial year 2017-18 in accordance with the framework. The details of evaluation process of the Board, its Committees and individual Directors, including Independent Directors have been provided under the Corporate Governance Report which forms part of this Report.

22. Conservation of energy, technology absorption and foreign exchange outgo:

The required information as per Section 134 (3) (m) of the Companies Act, 2013, is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- 1. Research and Development (R&D):NIL
- 2. Technology absorption, adoption and innovation:NIL

C. Foreign Exchange Earnings: (In Lakhs)

1. Foreign Exchange Earnings: 82.19

23. Information about the financial performance / financial position of the subsidiaries / associates/ joint ventures:

The Company has Two Subsidiary Companies in the name and style M/s. Minfy Technologies Private Limited (Formerly known as 'Mahaveer Projects Private Limited') and M/s. Mahaveer Telecom Private Limited. Other Details of Subsidiary Companies are as follows: -

Particulars	Minfy Technologies Private Limited	Mahaveer Telecom Private Limited
Date of Incorporation	29/11/2010	24/12/2010
Brief Main Object	Staffing and Recruitment	Mobile Trading
Authorised Share Capital	Rs. 1,00,000/-	Rs. 5,00,000/-
Paid up Share Capital	1,00,000/-	5,00,000/-
Total Income for FY 2017-18	12,42,56,902	8,050
Total Expenditure for FY 2017-18	12,16,85,382	29,510
Profit Before Tax for FY 2017-18	25,71,720	(21,460)
Provision for Tax for FY 2017-18	7,30,568	--
Profit after Tax for FY 2017-18	18,40,952	(21,460)

For detailed Information refer - Annexure-IV

24. Indian Accounting Standard:-

The Ministry of Corporate Affairs vide its notification dated 16th February, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification, the Company has adopted the Indian Accounting Standards with effect from 01st April, 2017. Accordingly the Company has restated and reported the financials for the previous year as per Indian Accounting Standards.

25. Statutory Auditors And Auditors Reports:-:-**A. Statutory Auditors:**

The existing auditor Mr. S Rajashekar, will retire at the ensuing Annual General Meeting. Accordingly, the re-appointment of Mr. S. Rajashekar, Chartered Accountant., as statutory auditors of the Company, is placed for approval by the shareholders. The Auditors' Report for fiscal 2018 does not contain any qualification, reservation or adverse remark.

The Auditors' Report is enclosed with the financial statements in this Annual Report.

B. Statutory Auditors' Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2018 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system

and procedures to meet all kinds of challenges that may occur in the industry.

C. Secretarial Auditors:

The Board had appointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad, having CP No. 7478 to conduct Secretarial Audit for the financial year 2017-18, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, The Secretarial Audit Report in Form MR – 3 for the financial year 2017- 18 is enclosed herewith as Annexure III to this Report.

D. Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act, 2013 and the Company has not appointed Chief financial officer (CFO) and internal auditor for the financial year 2017-18 but the company is taking necessary measures to appoint the same at the earliest.

26. Details of adequacy of internal financial controls:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

The Company has in place adequate internal control systems, which commensurate with its size, nature of business and complexity of its operations and are designed to provide a reasonable degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguard for assets, internal control over financial reporting, and compliance with applicable laws and regulations. Internal audit function evaluates the adequacy of and compliance with policies, plans, regulatory and statutory requirements.

The Internal Auditors directly report to the Board's Audit Committee, thus ensuring the independence of the process. It also evaluates and suggests improvement in effectiveness of risk management, controls and governance process. The Audit committee and Board provides necessary oversight and directions to the Internal audit function and periodically reviews the findings and ensures corrective measures are taken.

27. Disclosures under section 134(3)(h) of the companies act, 2013:

The details of transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in detail in the report (if applicable) and forms part of this Report (Annexure-IV).

All contracts/arrangements/transactions entered by the Company during the financial year

with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had entered into a transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.minfy.com.

Your Directors draw attention of the members to Notes given to the financial statement which sets out related party disclosures.

28. Insurance:

The properties and assets of your Company are adequately insured.

29. Particulars of loans, guarantees or investments:

Loans: -

During the Year, The Company has made investment to Its Subsidiary Mahaveer Telecom Private Limited for Rs. 3,00,000/- and Minfy Technologies Private Limited for an amount of Rs.58,00,000/-

Credit & Guarantee Facilities:

The Company has been availing facilities of Credit and Guarantees as and when required, for the business of the Company, from Axis Bank Ltd. Personal Guarantees were given by:

- | | | |
|-------------------------------|---|------------------|
| 1. Mr. AshokKumar Jain | – | ManagingDirector |
| 2. Mr.VijayJain | – | Director |
| 3. Mr. RajenderKumarJain | – | Director |
| 4. Mr. JeetendraKumarBhansali | – | Director |
| 5. Mr. RameshPrasannaDixit | – | Director |

Executive & Non-executive Directors without any consideration for obtaining Bank Guarantees.

30. Corporate social responsibility policy:

Since your Company does not has the net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more, or a net profit of Rs. 5 crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

31. Industry based disclosures as mandated by the respective laws governing the company:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

32. Secretarial standards:

The company is in compliance with Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

33. Employee relations:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 8,50,000/- and above per month or Rs. 1,02,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013

34. Appreciation & acknowledgement:

Your company satisfactorily outperformed the industry in this challenging year and continues to maintain its leadership position. It has been surpassing all the international quality and cost benchmarks and continues to build shareholder value. Your Director looks to the future with confidence.

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

For and on behalf of the Board of
Mahaveer Infoway Limited

Place: Hyderabad
Date: 14.08.2018

S/d-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

S/d-
Vijay Jain
Director
(DIN:02321195)

ANNEXURE-I

MGT 9

Extract of Annual Return

As on the Financial Year 31.03.2018

[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	L65910TG1991PLC012704
ii. Registration Date	13/05/1991
iii. Name of the Company	MAHAVEER INFOWAY LIMITED
iv. Category/ Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
v. Address of the Registered office and contact details	7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana-500016 India
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Venture Capital and Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad- 500018. Ph: 040-23818475/ 23818476/ 23868023 Fax: 040-2386802

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	Mobile	998413	27.68
2	Unallocated / Petroleum	996119	31.34
3.	Information Technology	998313	40.98

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.	Minfy Technologies Private Limited	U72200TG2010PTC071443	SUBSIDIARY	98%	2 (87)
2.	Mahaveer Telecom	U64100TG2010PTC071861	SUBSIDIARY	60%	2 (87)

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year(As on 31-March-2017)				No. of Shares held at the end of the year(As on 31-March-2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2354328	-	2354328	42.74	2354328	-	2354328	42.74	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Subtotal(A)(1):	2354328	-	2354328	42.74	2354328	-	2354328	42.74	-
1) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Subtotal(A)(2):	-	-	-	-	-	-	-	-	-
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)	-	-	-	-	-	-	-	-	-

2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	65883	0	65883	1.2	158513	0	158513	2.88	1.68
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	696055	174301	870356	15.8	698821	174301	873122	15.85	0.05
c) Others(Specify)	34997	0	34997	0.64	31736	0	31736	0.58	-0.06
Subtotal(B)(2)	2886271	268401	3154672	57.26	2886271	268401	3154672	57.26	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2886271	268401	3154672	57.26	2886271	268401	3154672	57.26	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total(A+B+C)	5240599	268401	5509000	100	5240599	268401	5509000	100	0.00

ii. **SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Co.	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Co.	% of shares pledged encumbered to total shares	
1.	Ashok Kumar Jain	502718	9.13	3.34	502718	9.13	3.34	0%
2.	Rajender Kumar Jain	296000	5.37	0.83	296000	5.37	0.83	0%
3.	Vijay Kumar Kothari	428500	7.78	0.41	428500	7.78	0.41	0%
4.	Mahaveer Chand Jain	184700	3.35	0	184700	3.35	0	0%
5.	Basanta Bai Jain	10000	0.18	0	10000	0.18	0	0%
6.	Nirmal Kothari	165010	3.00	1.82	165010	3.00	1.82	0%
7.	Kamal Kumar Kothari	191000	3.47	1.91	191000	3.47	1.91	0%
8.	Sushila Bai Kothari	10100	0.18	0	10100	0.18	0	0%
9.	Vishal Jain	107600	1.95	0	107600	1.95	0	0%
10.	Badam Bai Kothari	231700	4.21	0	231700	4.21	0	0%
11.	Vivek Jain	110700	2.01	0	110700	2.01	0	0%
12.	Anitha Kothari	40000	0.73	0	40000	0.73	0	0%
13.	Leela Devi Kothari	35100	0.64	0	35100	0.64	0	0%
14.	Manju Devi Kothari	41200	0.75	0	41200	0.75	0	0%
	Total	2354328	42.74	8.31	2354328	42.74	8.31	0%

iii. Change in Promoters' Shareholding (please specify, if there is no change): there is no change in promoter shareholding during the financial year 2017-18

Sr. no	Particulars	Shareholding 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
1	At the beginning of the year	----- No Change -----			
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3	At the End of the year				

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

Sr. no	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NirubenJitubhai Shah	244980	4.45	299349	5.43
2	Anitha Kumari	131100	2.38	131100	2.38
3	RajendraRajaram Dhole	125000	2.27	125000	2.27
4	DMFincon Services Private Limited -	-	-	100000	1.82
5	Bhansali Sweety Jeetendra Kumar	100000	1.82	100000	1.82
6	Vijaya Ramesh Dixit	100000	1.82	100000	1.82
7	Mahaveer Chand Jain	100000	1.82	100000	1.82
8	ChampadeviMadanlalBhansali	100000	1.82	100000	1.82
9	Pinky Jain	96313	1.75	96313	1.75
10	PankajSitaramGoyal	52600	0.95	52600	0.95
Date wise Increase /Decrease in top ten shareholders Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc.): NIL					
At the End of the year		--	--	--	---

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no	Particulars	Shareholding 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
1.	Ashok Kumar Jain	502718	9.13	502718	9.13
2.	Rajender Kumar Jain	296000	5.37	296000	5.37
3.	Vijay Kumar Kothari	428500	7.78	428500	7.78
4.	Harinarayan Vyas	2700	0.05	2700	0.05
6.	Sameeksha Sharma	-	-	-	-
Date wise Increase /Decrease in Directors and key managerial personnel Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):					
At the End of the year				--	--

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits		Unsecured Loans	Deposits	Total Indebtedness
	Term Loan	Cash Credit			
Indebtedness at the beginning of the financial year					
i) Principal Amount	0	4,90,30,769	61,87,840		5,52,18,609
ii) Interest due but not paid	0.000	0.000	0.000		0.000
iii) Interest accrued but not	0.000	0.000	0.000		0.000
Total (i+ii+iii)	0	4,90,30,769	61,87,840		5,52,18,609
Change in Indebtedness during the financial year					
- Addition	0	0	39,33,929		39,33,929
- Reduction	0	1,91,20,322	0		(1,91,20,322)
Net Change	0	(1,91,20,322)	39,33,929		(1,51,86,393)
Indebtedness at the end of the financial year					
i) Principal Amount	0	2,99,10,447	1,01,21,769		4,00,32,216
ii) Interest due but not paid	0	0	0		0
iii) Interest accrued but not due	0	0	0		0
Total (i+ii+iii)	0	2,99,10,447	1,01,21,769		4,00,32,216

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Ashok Kumar Jain Managing Director	
1.	Gross salary(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961(b) Value of perquisites u/s17(2) Income-tax Act,1961(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	3,00,000/-	3,00,000/-
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - Others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
6.	Total (A)	3,00,000/-	3,00,000/-
	Ceiling as per the Act		

B. Remuneration to other directors: NIL

Particulars of Remuneration	Name of MD/WTD/ Manager	TotalAmount
Independent Directors		
• Fee for attending board committee meetings	—	—
• Commission	—	—
• Others, please specify	—	—
Total (1)	—	—
Other Non-Executive Directors		
• Fee for attending board committee meetings	—	—
• Commission	—	—
• Others, please specify	—	—
Total (2)	—	—
Total (B)=(1+2)	—	—
Total Managerial Remuneration	—	—
Overall Ceiling as per the Act	—	—

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	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/s17(2) Income-taxAct, 1961 (c) Profits in lieu of salary under section17(3) Income-taxAct, 1961	NA	3,00,000/-	NA	3,00,000/-
2.	Stock Option	NA	NIL	NIL	NIL
3.	Sweat Equity	NA	NIL	NIL	NIL
4.	Commission- as % of profit- others, specify...	NA	NIL	NIL	NIL
5.	Others, please specify	NA	NIL	NIL	NIL
	Total	NA	3,00,000/-	NA	3,00,000/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

NIL

ANNEXURE - II
DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Mahaveer Infoway Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) The statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) The legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully,

Sd/-

Vinit Maharia
(Independent Director)

Date: 28.05.2018
Place: Hyderabad

ANNEXURE - II

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Mahaveer Infoway Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) The statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) The legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,
Sd/-

Budhi Prakash Toshniwal
(Independent Director)

Date: 28.05.2018
Place: Hyderabad

ANNEXURE - II
DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Mahaveer Infoway Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Date: 28.05.2018
Place: Hyderabad

Thanking You
Yours Faithfully,
Sd/-
Harinarayan Vyas
(Independent Director)

ANNEXURE - II

SPECIMEN DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Mahaveer Infoway Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) The statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) The legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You
Yours Faithfully,
Sd/-

A Neelima Reddy
(Independent Director)

Date: 28.05.2018
Place: Hyderabad

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY:

As provided under clause 17 (5) (a) of the SEBI (LODR) Regulation 2015 all Board Members and the Senior Management personnel have confirmed compliance with the Business Ethics and Code of Conduct for the year ended on March 31, 2018.

For and on behalf of the Board of

Mahaveer Infoway Limited

S/d-

Ashok Kumar Jain

Managing Director
(DIN 00043840)

Place: Hyderabad

Date: 14.08.2018

ANNEXURE III

FORM MR-3

SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To

The Members of

M/s. Mahaveer Infoway Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Mahaveer Infoway Limited** (hereinafter called "the Company"). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our 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, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2017 and ended 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Mahaveer Infoway Limited ("The Company") for the financial year ended on 31st March, 2018, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under ;

- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act');
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) are not applicable to the Company under the financial year 2017-18.
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event based disclosures.**
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable as the company has not issued any shares during the year under review.**
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review ;**
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
 - v. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company has not issued any debt securities during the year under review.**
 - vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **Not Applicable as the Company has not issued any ESOPS during the year under review.**
 - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading regulations; **The Company has complied with all required disclosures from time to time as and when they are applicable.**
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and
The company has framed various policies and displayed the same on the company's website i.e., www.minfy.com
 - Board Diversity Policy
 - Policy on Preservation of Documents

- Risk Management Policy
 - Whistle Blower Policy
 - Related Party Transaction Policy
 - Familiarization programme for Independent Directors.
 - Nomination and Remuneration Policy
3. During the year the Company has conducted 4 Board Meetings, 4 Audit Committee Meetings, 4 Stakeholder Committee Meetings, 2 Nomination Remuneration Committee Meetings and 1 Independent Director's Meeting, and We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company secretaries of India on meeting of the Board of Directors and General Meetings and
 - ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. We further report that the Compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.
5. During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013 Rules, Regulations, Guidelines, Standards, etc., mentioned above.

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
- External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
- (b) We further report that:-
- i. The company has a company secretary Ms. Sameeksha Sharma.
 - ii. The Company has not appointed Chief Financial Officer and internal auditors during the financial year 2017-18.
6. I have relied on the Management Representation made by the Managing Director for systems and mechanism formed by the Company to ensure the compliances under other applicable Acts, Laws and Regulations which are listed below:
- a. Information Technologies Act 2000

- b. Software Technology Park of India Rules and Regulations
- c. Labour laws and Incidental laws related to Labour and Employees appointed by the Company either on its payroll or on contractual basis as related to Wages, Gratuity, Provident Fund, ESIC, Compensation etc.,
- d. Clearance from Various Local Authorities.

We further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice of board meeting is given to all the directors along with agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We, 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 applicable laws, rules, regulations and guidelines.
- We further report that during the year under report, the Company has not undertaken Event / action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For S.S. Reddy & Associates

S/d-

S. Sarveswar Reddy

Practicing Company Secretary

C. P. No.: 7478

Place: Hyderabad

Date: 14.08.2018

To
The Members of
M/s. Mahaveer Infoway Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad
Date: 14.08.2018

For S.S. Reddy & Associates

S/d-

S. Sarveswar Reddy

Practicing Company Secretary

C. P. No.: 7478

ANNEXURE- IV

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint Ventures

PART A- Subsidiaries

(Amount in Rs.)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Minfy Technologies Private Limited	Mahaveer Telecom Private Limited
2.	The date since when subsidiary was acquired	Monday, 29 th November, 2010 (Members approval)	Friday, 24 th December, 2010 (Members approval)
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April, 2017 to 31 st March, 2018	1 st April, 2017 to 31 st March, 2018
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
5.	Share capital	Authorized 1,00,000/- Paid Up Capital 1,00,000/-	Authorized 5,00,000/- Paid Up Capital 5,00,000/-
6.	Reserves & surplus	40,94,340	19,54,837
7.	Total assets	72,599,149	25,09,540
8.	Total Liabilities	58,504,811	54,703
9.	Investments	-	-
10.	Turnover (other income)	12,42,56,902	8,050
11.	Profit before taxation	25,71,520	(21,460)
12.	Provision for taxation / Deferred Tax		(7,30,568) -
13.	Profit after taxation	18,40,952	(21,460)
14.	Proposed Dividend	NIL	NIL
15.	Extent of shareholding	5,800 Equity Shares (58%)	30,000 Equity Shares (60%)
16.	The date since when subsidiary was acquired	November, 2010	December, 2010

Note:

1. Name of the Subsidiaries which are yet to commence operations: NIL
2. Name of Subsidiaries liquidated or sold or struck during the year: NIL

PART B – Associates and Joint Ventures

The Company does not have any Associate or Joint Venture.

ANNEXURE V

Form No. AOC-2

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto:

1. Details of Contracts or Arrangements or Transactions not at Arm's Length Basis: **NIL**
2. Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis:
 - (a) Name(s) of the related party and nature of relationship:

(i) Nature of Relationship

Name of the Party	Nature of Relationship
Mr.Ashok Kumar Jain	Promoter, Managing Director & Chairman
Mr. Vijay Jain	Director
Mr. Rajender Kumar Jain	Director
Mr. Jeetendra Kumar Bhansali	Director
Mr. Prasanna Ramesh Dixit	Director
Mrs. Leela Bai Kothari	Wife of Mr. Ashok Kumar Jain-Managing Director
Ms. Sameeksha Sharma	Company Secretary & Compliance Officer
Minfy Technologies Private Limited	Subsidiary Company
Mahaveer Telecom Private Limited	Subsidiary Company
Mahaveer Skyscrapers Limited	Ashok Kumar Jain (Director)
Mahaveer Industries	Vijay Jain (Partner)
LARR Resources Private Limited	Ashok Kumar Jain (Director)
Tech Minfy Info Solutions LLP Lacis Tech Minfy Info Solutions LLP	Mahaveer Infoway Limited (Partner represented through its director Mr. Ashok Kumar jain)

(b) Nature of Contracts / Arrangements / Transactions:

Particulars	Nature of Transaction	Year ended 31-03-2018 (Rupees)	Year ended 31-03-2017 (Rupees)
Remuneration to Managing Director	Remuneration	3,00,000	12,00,000
Rent Paid to relative of KMP	Rent expenses	7,20,000	7,20,000
Investment in Enterprises where KMP have significant influence	Investment	26,19,000	26,19,000
Loans and advances taken from KMP (Interest free loans)	Loans and advances	10,121,769	61,87,840

Purchase of goods from Subsidiary (MTPL) Purchase	-	1,53,376
Investment in Body Corporate	Investment	1,00,000
Loans and advances to Subsidiaries	Loans and advances	80,26,535
Loan to Body Corporate	Loan	26,69,247
Ms. Sameeksha sharma	Remuneration	3,00,000
		1,41,06,114
		39,58,632
		-

- (c) Duration of the contracts / arrangements/transactions: **5 Years (From 1st April, 2014 to 31st March, 2019)**
- (d) Salient terms of the contracts or arrangements or transactions including the value: **Leave and Licence Agreement on the Rent of Rs. 60,000/- per month and other Terms mentioned In the Agreement.**
- (e) Date(s) of approval by the Board, if any: **30th May, 2014**
- (f) Amount paid as advances, if any: **2,00,000/- (Deposit)**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT INDUSTRY STRUCTURE AND DEVELOPMENTS:

Mahaveer Infoway Limited (MIL) has its business operations in the field of Software Development, IT Consulting, Networking Solutions, Software Testing, Cloud Services (AWS) Distribution of Telecom Products, and Offshore Staffing. Mahaveer Infoway Limited. (MIL) is a provider of Technology oriented solutions. Each Business vertical is headed by able, experienced and proven professionals to take the company to the next level of growth. The company is looking at diversification in telecom sector in a big way and in this direction have plans of acquiring telecom companies to achieve rapid inorganic growth in the coming years.

The Company also offers consulting and information technology (IT) services. It provides a range of services, including software development, Cloud Services in partnership with Amazon, Product and Application testing, packaged software integration, system maintenance, and engineering design services which creates the many opportunities in the Local and Global Market.

Management and our Professional teams are taking efforts to learn and apply new skills in the market for more development in the Businesses of the Company.

COMPANY STRENGTHS: -

Telecom

- Young, Dynamic & Experience Management team from diverse backgrounds and geographies.
- Existing Distributor Network in South India.
- Exclusive agreement with Mediatek, Taiwan for Hardware Testing with MSAI (Mobile testing Standards Association of India) for IMEI number allocation and product testing.

IT Services

- Senior Management from various big IT Organizations.
- Presence in Hubli and head quartered in Hyderabad.
- MIL partners with Amazon, HP software, CenZic, IBM and Microsoft, hence improving credibility in the market.

COMPANY OPPORTUNITIES AND THREATS: -

Telecom Opportunities:-

- Building own Retail formats to cater to the growing telecom market. Threats:-
- Strong lobbying by Class 'A' Players against the emerging manufacturers
- Government Policies against imported assembled Handsets.

IT Services Opportunities:-

- In pursuit of appointing Country Managers in both US and SAARC Countries for Managed services.
- Exploring untapped markets like tier 2 cities in India and SAARC Countries markets abroad.

Threats:-

- Mass Hiring by Larger Organizations, leaving SME's with not much quality consultants.
- Anti-outsourcing policies from the hugely profitable US and European IT Markets.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE: - OUTLOOK: -**Service Offering Include**

- Providing web (.net/sharepoint/java/php) and mobile based (android/iphone) business applications and solutions for various domains.
- Staff augmentation by maintain bench resources of bright and outstanding performers on various technologies and Amazon Web Services.
- Functional Manual testing, Functional Automation Testing-QTP, Silk Test, Selenium, Performance Testing and Re-engineering-Silk Performer, Load Runner, Jmeter and building Automation Frameworks, API Testing, Scalability Testing etc.

RISK AND CONCERNS: -**Telecom:**

- Price Fluctuation, Dollar inflation & sensitive Telecom markets.
- Low management bandwidth.
- Lower Exposure to overseas Telecom markets

IT Services

- Attrition in Human resources in middle and lower management.
- Low management bandwidth.
- Lower Exposure to overseas IT markets.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY: -

The internal control system of our Company is effective and adequate. The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Internal Control Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Chief Financial Officer and Senior Management are taking action to strengthen controls where necessary

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE: -**Operational Review:**

In Financial Year 2017-18 things started slowing down. We expanded our distribution network of petroleum product and also increase the

Financial Review:

During the financial year 2017-18, company registered a turnover of Rs. 245.17/- Lakhs against Rs. 1467.87 Lakhs in financial year 2016-17. The sales of the company remained flat in the year. Net loss of the company increased from Rs. (42.47) Lakhs last year to Rs. 56.59/-Lakhs in this year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED: -

Your Company recognizes the value addition of its employees and their contribution to the growth and development of the Company. In turn, the Company is committed to train and develop its people and motivate them. Industrial relations have been cordial and mutually beneficial. We have an effective strategy to nurture and grow our people so much so that employee turnaround has been much lower.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT

Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Mahaveer Infoway Limited as follows:

1. **Company's philosophy on code of governance:**

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

2. **Board diversity:**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.minfy.com.

3. **Performance Evaluation of Board, Committees and Directors**

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Evaluation of the Committees performance was based on various parameters laid down in the Company's Policy on evaluation of Directors as well as their own expertise and assessment of company's corporate governance framework, prepared and distributed evaluation sheets to the Board, committees (by committee members and by non-committee members) and individual directors. Based on the same, the Board carried out annual performance evaluation of itself, Committees and Independent Directors for the year 2018. Nomination and Remuneration Committee evaluated individual directors' performance during the year and at a separate meeting, Independent Directors evaluated performance of Executive Directors, Board as a whole and Chairman. The performance was evaluated by the Directors on various parameters on laid down criteria as like:

- (i) **Board:** Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- (ii) **Executive Directors:** Skill, knowledge, performance, compliances, ethical standards, risk mitigation, sustainability, strategy formulation and execution, financial planning &

performance, managing human relations, appropriate succession plan, external relations including CSR, community involvement and image building, etc.

- (iii) **Independent Directors:** Participation, managing relationship, ethics and integrity, Objectivity, brining independent judgment, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- (iv) **Chairman:** Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- (v) **Committees:** Terms of reference, participation of members, responsibility delegated, functions and duties, objectives alignment with company strategy, composition of committee, committee meetings and procedures, management relations.

Performance evaluation was done on the scale of 1 to 5, 1 being very poor and 5 being outstanding. The outcome of performance evaluation is given below:

Categories	Rating (out of 5)
Board as a whole	4.60
Individual Directors	
Mr. Ashok Kumar Jain	4.95
Mr. Vinit Maharia	4.80
Mr. Vijay Jain	4.94
Mr. Jeetendra Kumar Bhansali	4.85
Mr. Ramesh Prasanna Dixit	4.90
Mr. Rajender Kumar Jain	4.98
Mr. Budhi Prakash Toshniwal	4.65
Ms. A Neelima Reddy	4.60
Mr. Harinarayan Vyas	4.50
Audit Committee	5.00
Stakeholder Relationship Committee	4.93
Nomination & Remuneration Committee	4.92

4. Mahaveer's code of conduct for the prevention of insider trading:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website www.minfy.com.

5. Board of directors:

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic supervision of the company.

As trustees, the Board has a fiduciary responsibility towards all the shareholders and ensures that the company has clear goals aligned to shareholder value and its growth. The Board sets strategic goals and seeks accountability for their fulfilment. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils all stakeholders' aspirations and societal expectations. The Board, as part and parcel of its functioning, also periodically reviews its role.

a) Composition of the board:

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2018, the Company's Board comprised of nine Directors, which includes two promoter Directors and there are Four Independent Directors on the Board including one-woman Director. In terms of clause 17(1) (b) of SEBI (LODR) Regulations, 2015, the company is required to have one half of total Directors as independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the non-executive Directors other than independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

b) Number of board meetings:

The Board of Directors met **Four (4)** times during the financial year on 30/05/2017, 14/ 08/ 2017, 13/11/2017 and 12/02/2018. The maximum time gap between any two meetings was less than four months. The agenda for each meeting is prepared well in advance, along with explanatory notes wherever required and distributed to all Directors.

c) Attendance and directorships held:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in **Table 1**.

Table-1

Name of Director	Relationship with other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM	No. of Shares Held	No. of Outside Directorships of Public Companies	No. of Committee Members	No. of Committee Chairmanships
Mr. Ashok Kumar Jain	Father of Mr. Vijay Jain	P&ED	4	4	Yes	502718	1	—	—
Mr. Vijay Jain	Son of Mr. Ashok Kumar Jain	ED	4	4	Yes	428500	—	—	—
Mr. Rajender Kumar Jain	Brother of Mr. Ashok Kumar Jain	P&ED	4	4	Yes	296000	1	—	—
Mr. Bhansali Jeetendra Kumar	None	ED	4	4	Yes	NIL	—	—	—
Mr. Dixit Prasanna Ramesh	None	ED	4	4	Yes	NIL	—	—	—
Ms. A Neelima Reddy	None	ID&NED	4	4	yes	NIL	—	3	1
Mr. Vinit Maharia	None	ID&NED	4	4	Yes	NIL	—	3	1
Mr. Budhi Prakash Toshniwal	None	ID&NED	4	4	Yes	NIL	—	3	1
Mr. Harinarayan Vyas	None	ID&NED	4	4	Yes	2700	—	3	—

d) Information supplied to the board:

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the MD is presented in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, corporate social responsibility etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Managing Director and Company Secretary, whenever required.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any

- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material
- Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any.
- Quarterly review of compliance status under various laws applicable to the Company.
- Substantial non-payment of goods sold by the Company except disputes.
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business.
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Familiarization program for independent directors:

The Board members are provided with necessary documents, reports, internal policies and site visits to enable them to familiarize with the Company's operations, its procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company business, strategy and risks involved. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year. Details of the same are available on www.minfy.com.

6. Committees of the board:

The Company has Three Board-level Committees- Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

7. Audit committee:

a) Brief description of terms of reference:

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly/ half yearly

financial information.

- Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - a. Any changes in accounting policies and practices;
 - b. Qualification in draft audit report;
 - c. Significant adjustments arising out of audit;
 - d. The going concern concept;
 - e. Compliance with accounting standards;
 - f. Compliance with stock exchange and legal requirements concerning financial statements and
 - g. Any related party transactions
 - Reviewing the company's financial.
 - Disclosure of contingent liabilities.
 - Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.

b) Composition, meetings & attendance:

There were four (4) Audit Committee Meetings held during the year on 30/05/2017, 14/08/2017, 13/11/2017 and 12/02/2018.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Budhi Prakash Toshniwal	Chairman	NED(I)	4	4
Ms. A Neelima Reddy	Member	NED(I)	4	4
Mr. Vinit Maharia	Member	NED(I)	4	4
Mr. Harinarayan Vyas	Member	NED(I)	4	4

NED (I) : Non Executive Independent Director.

8. Nomination and remuneration committee:

The Committee comprises of three non-executive independent Directors.

a) Brief description of terms of reference:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a) to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b) to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

b) Composition of the committee, meetings and attendance during the year:

There were two Committee Meetings held on 14-09-2017 and 30-03-2018 during the financial year 2017-18.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Vinit Maharia	Chairman	NED(I)	2	2
Ms. A Neelima Reddy	Member	NED(I)	2	2
Mr. Budhi Prakash Toshniwal	Member	NED(I)	2	2
Mr. Harinarayan Vyas	Member	NED(I)	2	2

NED (I): Non Executive Independent Director

c) Performance evaluation criteria for independent directors:

The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

Policy:

1. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

2. In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - General understanding of the company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

2.1 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other relevant laws.

3. Criteria of independence

- 3.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.
- 3.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

4. Other directorships/ committee memberships

- 4.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

- 4.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
- 4.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
- 4.4 A Director shall not be a member in more than 10 committees or act as chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

9. Remuneration Of Directors: -

a) **PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY:** The Non- Executive Directors have no pecuniary relationship or transactions.

b) **CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:**

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

Policy for selection of Directors and determining Directors' Independence:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- 2.1 "Director" means a director appointed to the Board of a Company.
- 2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
3. "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Remuneration policy for Directors, key managerial personnel and other employees:

1. Scope:

- 1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 “Director” means a director appointed to the Board of the company.

2.2 “key managerial personnel” means

- a) The Chief Executive Officer or the managing director or the manager;
- b) The company secretary;
- c) The whole-time director;
- d) The chief finance Officer; and
- e) Such other office as may be prescribed under the companies Act, 2013

2.3 “Nomination and Remuneration committee” means the committee constituted by Board in accordance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

3. Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2017-18 AND OTHER DISCLOSURES

Name of the Director	Salary (Rs.)	Sitting fees (Rs.)	No. of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Ashok Kumar Jain	3,00,000/-	0	502718	—	—	—	—

10. Stakeholder’s relationship committee:

- a) The stakeholders’ relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.
- b) The broad terms of reference of the stakeholders’ relationship committee are as under:
 - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/ notice/ annual reports, etc. and all other securities-holders related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
 - The composition of the stakeholders’ relationship committee and the details of meetings attended by its members are given below:
 - There were Four (4) Committee Meetings held during the year on 30/05/2017, 14/08/2017, 13/11/2017 and 12/02/2018.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Ms. A Neelima Reddy	Chairperson	NED(I)	4	4
Mr. Vinit Maharia	Member	NED(I)	4	4
Mr. Budhi Prakash Toshniwal	Member	NED(I)	4	4
Mr. Harinarayan Vyas	Member	NED(I)	4	4

NED (I): Non Executive Independent Director

a) NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Ms. Sameeksha Sharma, Company Secretary of the company, is the compliance officer of the Company.

b) DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2016-17:

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange / SCORE and so on	NIL NIL NIL NIL
Number of complaints resolved	NA
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2018	NIL
Complaints pending as on March 31, 2018	NIL
Number of Share transfers pending for approval, as on March 31, 2018	NIL

11. Independent directors' meeting:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 30.03.2018, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program are given at company's website (www.minfy.com).

12. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder and regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors of the company had a meeting on 30/03/2018 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- a) Review of the performance of non-independent directors and the Board as a whole;
- b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- c) Assessing the quality, quantity and timeliness of flow of information between the company

management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company has 5 non-independent directors namely:

1. Ashok Kumar Jain- Managing Director
2. Rajender Kumar Jain- Director
3. Vijay Jain- Director
4. Bhansali Jeetendra Kumar- Director
5. Dixit Prasanna Ramesh- Director

The meeting recognized the significant contribution made by Mr. Ashok Kumar Jain in directing the Company towards the success path and placing the Company globally in Software Market.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

13. DETAILS ON GENERAL BODY MEETINGS:

a) Location, date and time of last three AGMS and special resolutions there at as under:

Financial Year	Date	Time	Location	Special / Ordinary Resolution
2016-17	26.09.2017	11.00 A.M.	Registered office of the Company 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, HyderabadTelangana 500016	No special resolution Passed
2015-16	30.09.2016	11.00 A.M.	Registered office of the Company 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, HyderabadTelangana 500016	1. Appointment of Mr. Harinarayan Vyas as an Independent Director of the Company. 2. Alteration of Articles of Association of the Company.

2014-15	30.09.2015	11.00 A.M.	Registered office of the Company 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, HyderabadTelangana 500016	<ol style="list-style-type: none"> 1. Appointment of Mr. Vinit Maharia as an Independent Director of the Company. 2. Appointment of Mr. Budhi Prakash Toshniwal as an Independent Director of the Company 3. Appointment of Mrs. Allola Neelima Reddy as an Independent Director of the Company 4. Alteration of Articles of Association as per Companies Act, 2013 5. Appointment and Fixation of Remuneration of Mr. Ashok Kumar Jain, Managing Director of the Company.
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b) PASSING OF RESOLUTIONS BY POSTAL BALLOT

There were no resolutions passed by the Company through Postal Ballot during the financial year 2017-18.

14. MEANS OF COMMUNICATION

The Company regularly intimates its financial results, audited/limited reviewed, to the Stock Exchanges, as soon as the same are taken on record/approved. These financial results are published in the Financial Express in English and Telugu language newspapers Andhra Prabha, respectively. These results are not distributed/ sent individually to the shareholders.

In terms of the requirements of SEBI (Listing Obligations & Disclosures Requirements), the un-audited financial results as well as audited financial results, shareholding pattern of the Company and Corporate Governance Report are electronically submitted, unless there are technical difficulties and are displayed through Corporate.

Filing and Dissemination System viz., on www.listing.bseindia.com. The un-audited financial results as well as audited financial results, shareholding pattern of the Company and Report on Corporate Governance are displayed on www.bseindia.com.

All important information and official press releases are displayed on the website for the benefit of the public at large. Analysts' Reports/ Research Report, if any, are also uploaded on the website of the Company. The Company's website can be accessed at www.minfy.com

15. GENERAL SHAREHOLDER INFORMATION:

a) ANNUAL GENERAL MEETING:

The **27TH ANNUAL GENERAL MEETING** of the Company will be held as per the following schedule:

Day Thursday
Date 27th September, 2018
Time 10.30 am
Venue 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad-500016, Telangana.

b) FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2018-19 (TENTATIVE SCHEDULE):-

The financial calendar (tentative) shall be as under: **Financial Year 01st April 2018 to 31st March 19**

First Quarterly Results	14/08/2018
Second Quarterly Results	14/11/2018
Third Quarterly Results	14/02/2019
Fourth Quarterly Results	30/05/2019
Annual General Meeting for year ending 31st March, 2018	30/09/2019

d) SHAREHOLDING PATTERN AS ON 31ST MARCH, 2018:

S. No.	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Indian Individual	23,54,328	42.74
2.	Foreign Individual	—	—
	Sub-Total A	23,54,328	42.74
B	Public Shareholding		
1.	Institutions	—	—
2.	Non Institutions		
	a. BodiesCorporate	1,58,513	2.88
	b.Indian Publicandothers	29,96,157	54.38
	Sub Total B	31,54,672	57.26
	Grand Total (A+B)	55,09,000	100.00

e) NAME AND ADDRESS OF EACH STOCK EXCHANGE WHERE THE COMPANIES SECURITIES ARE LISTED:

EXCHANGE: BSE LIMITED, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

f) STOCK CODE: MINFY (BSE Limited)

g) STOCK MARKET PRICE DATA:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares Traded
Apr 17	3.91	5.08	3.89	4.90	8,666
May 17	5.04	5.95	5.04	5.94	2,053
Jun 17	5.93	5.98	5.90	5.94	4,136
Jul 17	6.23	6.54	5.42	5.42	2,152
Aug 17	5.15	5.15	5.00	5.00	1,953
Sep 17	5.20	6.48	4.94	6.48	281
Oct 17	6.16	7.00	6.16	7.00	1,189
Nov 17	7.35	7.70	7.32	7.68	669
Dec 17	8.00	8.00	7.60	7.60	81
Jan 18	7.22	7.22	4.81	4.81	1,335
Feb 18	4.57	4.57	3.37	3.37	6,829
Mar 18	3.21	3.21	2.42	2.42	19,846

h) REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Venture Capital and Corporate Investments Private Limited

12-10-167, Bharat Nagar, Hyderabad- 500018.

Ph: 040-23818475/ 23818476/ 23868023, Fax: 040-2386802

i) SHARE TRANSFER SYSTEM:

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/ are duly transferred and dispatched within a period of 15 days from the date of receipt.

j) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2018:

Holding	Number of Shareholders in the beginning of the Financial Year	%	No. of Shareholders in the end of the Financial Year	%
1- 5000	776	63.19	1537310	2.79
5001- 10000	200	16.29	1634220	2.97
10001- 20000	87	7.08	1392550	2.53
20001- 30000	32	2.61	819570	1.49
30001- 40000	15	1.22	552210	1
40001- 50000	12	0.98	576700	1.05
50001- 100000	36	2.93	2641800	4.8
100001 and above	70	5.7	45935640	83.38

k) DEMATERIALIZATION & LIQUIDITY OF SHARES:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE019D01016. Investors are therefore advised to

open a demat account with a Depository participant of their choice to trade in dematerialized form. The Shares of the Company are under suspension in BSE Limited. Shares held in demat and Physical mode as on March 31, 2018 is as follows:

Particulars	No. of Shares	% Share Capital
NSDL	754498	13.70
CDSL	4486101	81.43
PHYSICAL	268401	4.87
Total	5509000	100.00

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with respective depository participants

I) LISTING ON STOCK EXCHANGES:

The equity shares of the Company are listed on BSE Ltd. The Company has paid the listing fees for the year 2018-19 to BSE limited.

b) ADDRESS FOR CORRESPONDENCE:

Mr.Ashok Kumar Jain

Address: 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad- 500016, Telangana **Tel:** +91 40 66134054/55

c) BOOK CLOSURE DATE:

The date of Book Closure for the purpose of Annual General Meeting shall be from 21/09/ 2018 to 27/09/2018 (both days inclusive).

d) ELECTRONIC CONNECTIVITY:

Demat ISIN Number: **INE019D01016**

e) NATIONAL SECURITIES DEPOSITORY LIMITED

Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai–400013.

f) CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013.

16. Other disclosures:

- a. There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in Note No. 20 of the Financial Statements.
- b. The Company has not entered into any transaction of a material nature with the Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large.
- c. There were no instances of material noncompliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last 3 financial years.

- d. The Board of Directors of the Company has adopted and put in place a Whistle Blower Policy and no personnel have been denied access to the audit committee. Details of vigil mechanism/whistle blower policy are provided in the Directors report.
- e. Managing Director of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of the Listing Regulations [Part B of Schedule II] and the certificate forms part of Annual Report. The Managing Director gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.
- f. There are no non-compliances of any requirement of corporate governance report and all the required disclosures are made to stock exchanges and other regulatory bodies as and when required.
- g. The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and Regulation 46(2) under LODR.
- h. Disclosures have also been received from the senior management relating to the financial and commercial transactions in which they or their relatives may have a personal interest. However, there were no such transactions during the Financial Year 2017-18 having potential conflict with the interests of the Company at large.
- i. The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V(C) to the Listing Regulations.
- j. Company complies with following non mandatory requirements of Regulation 27(1) specified in Part E of Schedule II of the Listing Regulation:
 - Company has appointed separate persons to the post of Chairman and Managing Director.
 - Non-Executive Chairman is provided with an office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.
 - Internal Auditor reports to the Audit Committee.
 - The financial statements are with unmodified audit opinion.

For and on behalf of the Board of Directors
Mahaveer Infoway Limited

Sd/-

Ashok Kumar Jain
Managing Director
(DIN 00043840)

Place: Hyderabad
Date: 14.08.2018

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS

I, Ashok Kumar Jain, Managing Director, hereby certify for the financial year ended 31st March 2018 that: -

- a. We have reviewed IND AS financial statements and the cash flow statement for the year and 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 are in compliance with IND AS, 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 are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - that there are no significant changes in internal control over financial reporting during the year;
 - that there are no significant changes in accounting policies during the year; and
 - that there are no instances of significant fraud of which we have become aware.

Place: Hyderabad
Date: 14.08.2018

For Mahaveer Infoway Limited

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of
Mahaveer Infoway Limited

We have examined the compliance of conditions of corporate governance by **MAHAVEER INFOWAY LIMITED** ('the Company') for the year ended 31 March, 2018, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with BSE Limited.

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

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

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

Place:Hyderabad
Date: 14/08/2018

Sd/-
CA S Rajashekar
Chartered Accountants
Proprietor
Membership No.205013

INDEPENDENT AUDITORS' REPORT

To the Members of

Mahaveer Infoway Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MAHAVEER INFOWAY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but

not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. **As required by Section 143(3) of the Act, we report that:**
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

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

Place: Hyderabad
Date : 28.05.2018

Sd/-
CA S Rajashekar
Proprietor
M.No:205013

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- ii. (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: Hyderabad
Date : 28.05.2018

Sd/-
CA S Rajashekar
Proprietor
M.No:205013

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of

Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Mahaveer Infoway Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 such internal financial controls system over financial reporting were operating effectively as at 31st March 2018, 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.

Place: Hyderabad
Date : 28.05.2018

Sd/-
CA S Rajashekar
Proprietor
M.No:205013

MAHAVEER INFOWAY LIMITED
Standalone Balance Sheet as at 31st March, 2018

(Amount in Rupees)

Particulars	Note No.	As at the 31st March 2018	As at the 31st March 2017
ASSETS			
Non-current assets			
Plant, Property and Equipment	2	12,972,094	2,500,596
Capital work in progress		-	11,382,420
Investment Property			
Goodwill			
Other Intangible Assets			
Intangible Assets under development			
Biological Assets other than bearer plants			
Financial Assets			
i. Investments	3	23,873,580	20,311,026
ii. Loans			
iii. Other Financial Assets			
Deferred tax assets			
Other Non Current Assets			
Total non-current assets		36,845,674	34,194,042
Current Assets			
Inventories	4	21,019,644	36,581,309
Financial Assets			
(i) Investments			
(ii) Trade receivables	5	20,316,061	32,206,222
(iii) cash and cash equivalents	6	665,824	4,667,452
(iv) Bank Balances other than (iii) above			
(v) Loans	7	24,472,287	32,749,238
(vi) other financial assets			
Other Current Assets	8	4,779,034	3,530,495
Assets classified as held for sale			
Total of Current Assets		71,252,851	109,734,716
TOTAL ASSETS		108,098,525	143,928,758
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	9	55,090,000	55,090,000
Other Equity	10		
-Equity component of compound financial instruments			
-Reserves and surplus		5,372,941	10,973,632
-Other reserves			
Total Equity		60,462,941	66,063,632

Particulars	Note No.	As at the 31st March 2018	As at the 31st March 2017
LIABILITIES			
Non Current Liabilities			
Financial Liabilities			
I. Borrowings			
II. Other Financial Liabilities			
Provisions			
Employee Benefit Obligations			
Deferred Tax Liabilities	11	58,782	128,841
Government Grants			
Other non current liabilities			
Total Non Current Liabilities		58,782	128,841
Current Liabilities			
Financial Liabilities			
i. Borrowings	12	40,032,216	55,218,609
ii. Trade payables	13	3,893,738	18,022,280
iii. Other financial liabilities			
Provisions	14	-	915,998
Other current liabilities	15	3,650,849	3,579,398
Government Grants			
Current liabilities(net)		47,576,802	77,736,285
Liabilities directly associated with assets classified as held for sale		-	-
Total current liabilities		47,576,802	77,736,285
Total Liabilities		47,635,584	77,865,126
Total equity and liabilities		108,098,525	143,928,758

Significant Accounting Policy 1

The Notes referred to above form an integral part of the Balance Sheet.

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

CA Rajasekhar S

Chartered Accountant

Proprietor

M.No.205013

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-

Vijay Jain
Director
(DIN: 02321195)

Sd/-

Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad

Date: 28.05.2018

MAHAVEER INFOWAY LTD
Profit & Loss Statement for the Period ending march 31st, 2018
(Amount in Rupees)

Particulars	Refer Note No.	As at 31st March , 2018	As at 31st March , 2017
Continuing Operations:			
Revenue from Operations		22,753,125	110,449,373
Other Income	16	1,764,277	36,338,273
Total Income		24,517,402	146,787,646
Expenses:			
Purchases		4,955,445	112,660,834
Operating expenses			
Employee Benefit Expenses	17	563,463	4,010,920
Depreciation and amortisation expense	2	990,926	579,900
Other Expenses	18	6,162,521	36,400,192
Finance cost	19	4,670,451	6,025,839
Change in Stock Account		13,014,645	(8,859,203)
(Profit) /Loss from Techminfy LLP		(239,358)	133,789
Total Expenses		30,118,093	150,952,271
Profits before Exceptional Items, Share of Net profits of investments accounted for using equity method and tax share of net profit of associates and joint ventures accounted for using the equity method		(5,600,691)	(4,164,625)
		-	-
Profit before exceptional items and tax		(5,600,691)	(4,164,625)
Exceptional Items		-	-
Profits before tax from continuing operations		(5,600,691)	(4,164,625)
Income tax expense			
- Current tax			
- Deferred tax	11	58,782	81,074
Total Tax Expense		(5,659,473)	(4,245,699)
Profits from continuing operations			
Discounted operations			
profits from discontinued operations before tax		-	-
Tax expense of Discontinued operations		-	-
Profit from discontinued operations		-	-
PROFIT FOR THE YEAR		(5,659,473)	(4,245,699)

Significant Accounting Policy 1
The Notes referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our Report of even date.

CA Rajasekhar S
Chartered Accountant
Proprietor
M.No.205013

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 28.05.2018

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

MAHAVEER INFOWAY LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

Particulars	2017-2018	2016-2017
Cash Flow From Operating Activity :		
Net Profit for Year carried to B/S	(5,729,532)	(4,245,698)
Adjustments for :		
Provisions for income tax	-	-
Deferred Tax Income	58,782	81,074
Depreciation	990,926	579,900
Finanacial Charges	4,670,451	6,025,839
Interest Received	-	(1,177,576)
Dividend Received	-	-
Sundry Balances Written Off	21,174	35,292
Donations	-	-
Cash Flow before Working Capital Changes	11,800	1,298,831
(Increase)/Decrease in Debtors	11,890,161	(1,099,703)
(Increase)/Decrease in stock	15,561,665	(11,683,748)
(Increase)/Decrease in Advances	8,276,951	(2,827,893)
(Increase)/Decrease in otherCurrent Assets	(1,248,539)	(118,033)
Increase/(Decrease) in Current Liabilities	(844,547)	1,717,940
Increase/(Decrease) in Trade payables	(14,128,542)	15,250,837
Cash Flow after Working Capital Changes	19,518,948	2,538,232
Less : Tax paid	-	-
Net Cash Flow from Operating Activities before Extraordinary items	19,518,948	2,538,232
Less: Sundry Balance Written Off	(21,174)	(35,292)
Less: Donations	-	-
Cash Flow after Extraordinary Items	19,497,774	2,502,940
Cash Flow From Investing Activity :		
Sale/(Purchase) of Fixed Assets	(80,000)	-
Interest Received	-	1,177,576
Dividend received	-	-
Sale/(Purchase) of Investment	(3,562,554)	2,969
Net Cash Flow from Investing Activities	(3,642,554)	1,180,545
Cash Flow From Financing Activity :		
Financial Charges	(4,670,451)	(6,025,839)
Secured Loan raised	-	-
Repayment of Long Term Borrowings	(19,120,322)	(874,671)
Loans from Directors	3,933,929	(2,549,756)
Unsecured Loans raised/(repaid)	-	-
Net Cash Flow from Financing Activities	(19,856,844)	(9,450,266)
Net Cash Flow from Operating Activities	19,497,774	2,502,940
Net Cash Flow from Investing Activities	(3,642,554)	1,180,545
Net Cash Flow from Financing Activities	(19,856,844)	(9,450,266)
	(4,001,624)	(5,766,781)
Add: Opening Cash and Cash Equivalents	4,667,452	10,434,233
Closing Cash and Cash Equivalents	665,824	4,667,452

AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement of Mahaveer Infoway Ltd derived from the audited annual accounts for the year ended 31-3-2018 and found the same to be drawn in accordance therein and also with the requirement of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

CA Rajasekhar S
Chartered Accountant
Proprietor
M.No.205013

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Corporate Information

MahaveerInfoway Ltd was incorporated on May 13, 1991 as a private limited company with the name MahaveerLeafin and Holdings Pvt Ltd. The company was promoted by Ashok Kumar Jain, a Seasoned Business Professional with magnitude of experience in Banking, Finance and Business Management Operations.

In February 13, 1996, the company was converted into public limited company by listing the Bombay Stock Exchange and the name was changed to MahaveerLeafin and Holdings Ltd.

In January 7, 2000, the company changed their name from MahaveerLeafin and Holdings Ltd to MahaveerInfoway Ltd and carrying the activities of mobile handset manufacturing and trading under the brand name and style 'ZINK' across the various parts of the country. In addition to this the company also does staffing and software development services.

1. Significant Accounting Policies:

1.1 Basis of Accounting and Preparation of Financial Statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2018, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

1.2 Use of Estimates

- i). The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.
- ii) The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods

1.3 Property, plant and equipment:

- i) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying

assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred

- ii) An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.
- iii) Property, plant and equipment except freehold land held for use in the providing services, supply or administrative purposes are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold or Leasehold land is stated at historical cost. Leasehold Land acquired by the Company, with an option in the lease deed, entitling the Company to purchase on outright basis after a certain period at no additional cost is not amortized.

1.4. Other Intangible Assets:

- i) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.
- ii) Certain computer software costs are capitalized and recognised as intangible assets based on materiality, accounting prudence and significant benefits expected to flow there from for a period longer than one year.

1.5 Depreciation / Amortization

- iii) Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.

1.6 Revenue Recognition

Revenue is primarily derived from sale of trading goods and software development and related services. Income is recognised on accrual basis unless otherwise stated in these accounts.

a) Revenue from Sale of Trading goods:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects sales tax and value added taxes(VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.

b) Revenue from software development services:

Revenue from services is recognised when substantial risks and rewards of ownership is transferred to the service receiver under the terms of the contract.

1.7 Foreign currency transactions

Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of profit and losses resulting from such translations are included

in the Statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate relevant at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

1.8 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. All investments are stated at cost, i.e., cost of acquisition inclusive of expenditure incidental to acquisition. Income from investments is recognised in the accounts in the year in which it is accrued and stated at gross values.

1.9 Inventories:

Cost of inventories includes cost of purchase; costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Items of inventories are measured at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sale.

1.10 Employee Benefit costs:

Employee Benefit cost includes Salaries & wages & Incentives

1.11 Borrowing Costs

Borrowing Costs include interest and amortization of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing Costs allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset is added to the cost of the assets.

1.12 Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating basic and diluted earnings per share, the net profit/ (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year will be adjusted for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

1.13 Taxes on Income:

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

Provision for current taxation has been made in accordance with the income tax laws prevailing for the relevant assessment years.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been substantially enacted by the balance sheet

date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in the future; however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

The Company offsets current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

1.14 Cash flow statement:

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

1.15 Provisions and contingent liabilities:

A provision is recognized when an enterprise has a present obligation as a result of past event 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. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognized but can be disclosed in the Notes to the Financial Statements. A Contingent asset is neither recognized nor disclosed in the Financial Statements.

1.16 Earningsper Share (EPS)

(Amount in Rs.)

Particulars	2017-18	2016-17
Net Profit/ (Loss) after taxes for the year (Rs.)	(56,59,473)	(42,45,698)
Weighted average number of Equity Shares of Rs.10 each outstanding during the period(Used for calculation of Basic and Diluted Earnings Per Share)	55,09,000	5,509,000
Earnings per Share Basic and Diluted (Rs.)	(1.02)	(0.77)
Nominal value per share (Rs.)	10	10

1.17 Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital accounts and not provided for, net of advances is Rs. Nil

1.18 Investments

- Investment includes 5000 shares of Arihant Optics Limited amounting to Rs.5,00,000/-.
- Investment includes Rs.58,00,000/- towards subscription of shares in Minfy Technologies Private Limited
- Investment includes Rs.3,00,000/- towards subscription of shares in Mahaveer Telecom Private Limited.
- Investment in Hygrowth Finance Limited amount to Rs.15,000/-
- Investments in Skyscrapers unquoted equity shares of worth Rs. 26, 19,000/-
- Investment in Tech Minfy LLP amounts to Rs.50,000/-.

- g. Investment in Laxis Tech Minfy Info Solutions LLP amounts to Rs. 50,000/-
- h. Investment in Trimurthy Drugs &Pharma equity shares of worth Rs. 1,42,50,000/-
- i. Investment in AP Technology service amounts to RS.2,89,580/-

1.19 Segment Reporting

Consequent to the internal reorganization there were changes effected in the reportable industry segments based on the "management approach" as laid down in AS17.

Industry segments for the company are

Mobile-Handsets trading, Staffing/HR Related services

IT Software Development, Bitumen Trading.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Allocated expenses of segments include expenses incurred for rendering services from the company's off shore software development centres which are categorized in relation to the associated turnover of the segment

1.20 Related Party transactions

The company has identified all related parties and details of transactions are given below. No provision for doubtful debts or advances is required to be made. No amounts have been written off or written back during the year in respect of debts due from or related parties. There are no other related parties where control exists that need to be disclosed.

a) Names of related parties and description of relationship:

Nature of Relationship	Name of the Related Party
Subsidiary	Minfy Technologies Private Limited Mahaveer Telecom Private Limited
Key Management Personnel (KMP)	Mr. Ashok Kumar Jain – Managing Director Mr. Rajender Kumar Jain - Director Mr. Vijay Jain -Director Mr. Jeetendra Bhansali - Director Mr. Prasanna Dixit - Director Ms. Sameeksha Sharma - CS
Enterprises where KMP have significant influence	Mahaveer Skyscrapers Ltd
Firm in which Director/Manager or his relative is a partner	Mahaveer Industries
Private company in which Director/ Manager is a Member or Director	LARR Resources Private Limited
Any other Body Corporate	Tech Minfy Info Solutions 'Laxis Tech Minfy Info Solutions LLP

b) **Summary of Transactions with the above related parties at the end of the respective financial year's are as follow**
(Amount in Rs.)

Particulars	2017-2018	2016-2017
Investment in Enterprises where KMP have significant influence	26,19,000	26,19,000
Remuneration to KMP:-		
To Managing Director & Other Directors	3,00,000	12,00,000
To KMP	-	7,33,460
Rent Paid to relative of KMP	7,20,000	7,20,000
Loans and advances taken from KMP (Interest free loans)	10,121,769	61,87,840
Loans and advances given to KMP(Interest free loans)	-	-
Loans and advances taken from relatives of KMP (Interest free loan)	-	-
Loans and advances given to relatives of KMP	-	-
Purchase of goods from Subsidiary (MTPL)	-	153,376
Investment in Body Corporate	100,000	100,000
Loans and advances to Subsidiaries	80,26,535	1,41,06,114
Loan to Body Corporate	26,69,247	39,58,632

Transactions and outstanding balances in the nature of reimbursement of expenditure incurred by one Company on behalf of the other have not been considered above.

1.21 Taxation

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

Deferred tax - Deferred tax resulting from "timing differences" between book profit and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax assets are recognised only to the extent that there is a virtual certainty that such assets will be realized in future. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

1.22 The Company has not having the suppliers who are registered as Micro, Small, Medium Enterprise as on March 31, 2018 in terms of the provisions of "The Micro, Small, and Medium Enterprises Development Act, 2006".

1.23 Managerial Remuneration

(Amount in Rs.)

Particulars	2018	2017
Salaries and Allowances	3,00,000	12,00,000
Total	3,00,000	12,00,000

1.24 Auditor's Remuneration

(Amount in Rs.)

Particulars	2018	2017
Audit Fees (excluding service tax)	75,000	75,000
Total	75,000	75,000

1.25 In the opinion of the Management and to the best of their knowledge and belief realization of current assets and loans and advances are not less than the amount at which they are stated in the Balance Sheet and are subject to confirmation from respective parties.

1.26 Foreign Exchange Inflow

(Amount in Lakhs)

Particulars	2018	2017
Services rendered	19.28	26.62
Total	19.28	26.62

1.27 The management is of the opinion that the carrying amounts of fixed assets and other assets are not less than their respective net realizable values.

1.28 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

CA Rajasekhar S
Chartered Accountant
Proprietor
M.No.205013

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

MAHAVEER INFOWAY LIMITED

Notes to Standalone Balance Sheet as at 31st March,2018

Note : 2 Depreciation Schedule as per Companies Act, 2013

S. No	Particulars	GROSS BLOCK				DEPRECIATION				NETBLOCK	
		As on 1.04.2017	Additions	Deletions	As on 31.03.18	As on 1.04.2017	For Current year	Dep Adjustment	As on 31.03.18	As on 31.03.18	As on 31.03.17
1	Land & Building	1,281,180	11,382,420	-	12,663,600	-	569,121	-	569,121	12,094,479	1,281,180
2	Plant & Machinery	729,539	-	-	729,539	507,013	40,277	-	547,290	182,249	222,526
3	Computers	3,281,223	80,000	-	3,361,223	3,255,805	66,582	-	3,322,387	38,836	25,418
4	Office Equipment	629,542	-	-	629,542	393,167	100,230	-	493,397	136,145	236,375
5	Furniture & Fixtures	2,307,359	-	-	2,307,359	2,029,140	72,031	-	2,101,171	206,188	278,219
6	Vehicles	2,780,031	-	-	2,780,031	2,323,150	142,684	-	2,465,834	314,197	456,881
		11,008,874	11,462,420	-	22,471,294	8,508,274	990,926	-	9,499,200	12,972,094	2,500,600
7	WIP	11,382,420	-	11,382,420	-	-	-	-	-	-	11,382,420

3. Non-current investments

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Mahaveer Skyscraper Limited (Equity)	2,619,000	2,619,000
Mahaveer Telecom Pvt Limited (Equity)	300,000	300,000
Minfy Technologies Pvt Ltd	5,800,000	98,000
Arihant Optics Ltd	500,000	500,000
Hygrowth Finance	15,000	15,000
Minfy Impex	-	2,429,025
Tech MinfyLLP Capital	50,000	50,000
Lacis Tech MinfyLLP Capital	50,000	50,000
Trimurthy Drugs & Pharma (equity)	14,250,000	14,250,000
Deposits	250,000	-
A.P.Technology Service	39,580	-
Total	23,873,580	20,311,025

4. Inventories

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
(As certified by the management, at cost or net realisable value which ever is less)		
Closing Stock	21,019,644	36,581,309
Total	21,019,644	36,581,309

5. Trade Receivables

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	20,316,061	32,206,222
Total	20,316,061	32,206,222

6. Cash and Cash Equivalents**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Cash and cash equivalents		
Cash on hand	458,379	981,559
Bank balances		
In current accounts	87,699	3,403,276
In OD	119,747	282,617
Total	665,824	4,667,452

7. Short term loans and advances**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Unsecured Considered good		
Advances recoverable in cash or kind or for value to be received	780,592	28,848,093
Other Loan advances	16,751,447	
Advance income tax and TDS	4,263,932	3,006,145
Loan to Tech Minfy Info Solutions LLP	1,774,247	-
Loan to Lacis Tech Minfy Info Solutions LLP	895,000	895,000
MTPL	7,069	-
Total	24,472,287	32,749,238

8. Other Current assets**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Deposits	1,464,127	2,774,274
Other Current Assets	3,314,907	756,221
Total	4,779,034	3,530,495

9. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
55090000	-	55090000

10. Other Equity

(Amounts in Rs.)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (Profit & loss A/c)	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	10,973,632	-	-	-	-	-	-	-	-	10,973,632
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	(5,600,691)	-	-	-	-	-	-	-	-	(5,600,691)
Balance at the end of the reporting period	-	-	-	-	5,372,941	-	-	-	-	-	-	-	-	5,372,941

11. Computation of Deferred Tax Liability

Particulars	31-March 2018		
	Book Value	Tax Value	Difference
Fixed Assets	12,972,094	13,579,288	(607,193)
Total of Fixed Assets (Deferred Liability)	12,972,094	13,579,288	(607,193)
Total Deferred Assets	-	-	-
Total timing difference	12,972,094	13,579,288	(607,193)
Deferred Tax (Liability) Asset as at 31.03.2018			(187,623)
Deferred Tax (Liability) Asset as at 31.03.2017			(128,841)
Balance to be credited to P & L A/C			(58,782)

12. Short term borrowings

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Cash Credit from Axis Bank	29,910,447	49,030,769
Loans from Directors	10,121,769	6,187,840
Total	40,032,216	55,218,609

13. Trade Payables

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Dues to other than Micro&Small Enterprises		
(a) Trade Payables (including LC Payments)	3,893,738	18,022,280
Total	3,893,738	18,022,280

14. Short term provisions (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Other provisions	-	915,998
Total	-	915,998

15. Other current liabilities (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Other current Liabilities	3,650,849	3,579,398
Total	3,650,849	3,579,398

16. Other Income (Amount in Rs.)

Particulars	For the year ended 31st, March 2018	For the year ended 31st March 2017
Interest Income	-	1,177,576
Other Income	1,469,306	28,182,472
Discount received	1,229	3,709,978
Miscellaneous Income	293,743	3,268,247
Total	1,764,277	36,338,273

17. Employee Benefit Expenses (Amount in Rs.)

Particulars	For the year ended 31st, March 2018	For the year ended 31st March 2017
Salaries and Bonus	530,137	3,716,749
Staff Welfare Expenses	33,326	294,171
Total	563,463	4,010,920

18. Administrative and Other Expenses (Amount in Rs.)

Particulars	For the year ended 31st, March 2018	For the year ended 31st March 2017
Travelling and Conveyance	2,016,481	300,410
Rent	720,000	1,032,680
Electricity Charges	101,510	139,453
Professional Charges	344,657	109,200
Bank Charges	207,638	345,937
Rates and Taxes	136,588	511,797
Annual Charges	390,083	333,784
Other Expenses	1,112,218	5,760,686
Legal and Consultancy Charges	187,327	75,000

Communication Expenses	55,638	132,739
Printing & Stationary	35,801	66,432
Office Maintanance	14,950	985,450
Reparis and Maintanance	1,200	80,690
Insurance	10,902	90,193
DTH & other related Exp. (Vediocon & Reliance)	-	26,178,000
AWS Expenses	510,073	257,741
Advertisement Expenses	38,524	-
Business Promotions	21,019	-
Miscellaneous Exp.	213,745	-
Internet Charges	22,994	-
Sundry Debtors written off	21,174	-
Total	6,162,521	36,400,192

19. Interest & Finance Charges

(Amount in Rs.)

Particulars	For the year ended 31st, March 2018	For the year ended 31st March 2017
Interest & Finance Charges	4,670,451	6,025,839
Total	4,670,451	6,025,839

CA Rajasekhar S
Chartered Accountant
Propreitor
M.No.205013

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To The Members Of Mahaveer Infoway Limited

Report on the Consolidated Financial Statements.

We have audited the accompanying Consolidated financial statements of **MAHAVEER INFOWAY LIMITED** ("the Holding Company"), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss(Including Other Comprehensive Income), the statement of changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance including other Comprehensive income and cash flows & Statement of changes in Equity of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India..

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income & statement of changes in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act .
 - (e) On the basis of the written representations received from the directors as on 31 March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

CA RAJASEKHAR. S
Chartered Accountants
Proprietor
M. No. 205013.

Date: 28th May, 2018

Place: Hyderabad

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Mahaveer Infoway Limited (“the Holding Company”) as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by 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 our audit opinion on the Company’s internal financial controls system over financial reporting

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at 31st March 2018, 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.

CA RAJASEKHAR. S
Chartered Accountants
Proprietor
M. No. 205013.

Date: 28th May, 2018

Place: Hyderabad

MAHAVEER INFOWAY LIMITED
Consolidated Balance Sheet as at 31st March, 2018

(Amount in Rs.)

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
ASSETS			
Non-current assets			
Plant,Property and Equipment	2	15,934,935	3,447,379
Capital work in progress		-	11,382,420
Investment Property			
Goodwill			
Other Intangible Assets	2	98,190	-
Intangible Assets under development			
Biological Assets other than bearer plants			
Financial Assets			
i. Investments	3	23,873,580	20,311,025
ii. Loans			
iii. Other Financial Assets			
Deferred tax assets			
Other Non Current Assets	4	15,000	47,525
Total non- current assets		39,921,705	35,188,349
Current Assets			
Inventories	5	21,019,644	39,842,894
Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	6	77,374,953	41,834,983
(iii) cash and cash equivalents	7	3,918,810	5,500,231
(iv) Bank Balances other than (iii) above		-	-
(v) Loans	8	20,803,354	40,878,589
(vi) other financial assets		-	-
Other Current Assets	9	14,028,748	7,713,166
Assets classified as held for sale			
Total of Current Assets		137,145,509	135,769,863
TOTAL ASSETS		177,067,214	170,958,211

Amount in Rs.

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	55,090,000	55,090,000
Other Equity	11		
-Equity component of compound financial instruments		-	-
-Reserves and surplus		10,558,296	14,262,435
-Other reserves			
Total Equity		65,648,296	69,352,435
Minority Interest		5,223,822	1,142,881
LIABILITIES			
Non Current Liabilities			
Financial Liabilities			
I. Borrowings		-	-
II. Other Financial Liabilities		-	-
Provisions			
Employee Benefit Obligations		-	-
Deferred Tax Liabilities	12	73,788	128,841
Government Grants		-	-
Other non current liabilities			
Total Non Current Liabilities		73,788	128,841
Current Liabilities			
Financial Liabilities			
i. Borrowings	13	67,554,070	67,125,400
ii. Trade payables	14	23,353,791	21,987,137
iii. Other financial liabilities			
Provisions	15	8,415,318	4,515,441
Other current liabilities	16	6,798,130	6,706,075
Government Grants			
Current liabilities(net)		106,121,310	100,334,053
Liabilities directly associated with assets classified as held for sale		-	-
- Total current liabilities		106,121,310	100,334,053
Total Liabilities		111,418,920	101,605,775
Total equity and liabilities		177,067,214	170,958,211

Significant Accounting Policies 1

The Notes referred to above form an integral part of the Balance Sheet.

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

CA Rajasekhar S
Chartered Accountant
Proprietor

For and on behalf of the Board of Directors

M.No.205013

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

MAHAVEER INFOWAY LIMITED
Consolidated Profit and loss Account for the year ended 31st March, 2018

(Amount in Rs.)

Particulars	Note No.	For the Year ended 31st March 2018	For the Year ended 31st March 2017
Continuing Operations::			
Revenue from Operations	17	147,018,077	145,223,136
Other Income	18	1,764,277	38,009,255
Total Income		148,782,354	183,232,390
Expenses::			
Purchases & Cloud service charges		59,722,284	112,812,902
Employee Benefit Expenses	19	42,917,553	32,719,200
Depreciation and amortisation expense	2	1,482,551	677,564
Other Expenses	20	30,038,470	41,796,414
Finance cost	21	4,896,839	6,643,689
Change in stock		13,014,645	(8,196,369)
(Profit) /Loss from Technify LLP		(239,358)	133,789
Total Expenses		151,832,984	186,587,189
Profits before Exceptional Items, Share of Net profits of investments accounted for using equity method and tax		(3,050,630)	(3,354,798)
Share of net profit of associates and joint ventures accounted for using the equity method		-	-
Profit before exceptional items and tax		(3,050,630)	(3,354,798)
Exceptional Items		-	-
Profits before tax from continuing operations		(3,050,630)	(3,354,798)
Income tax expense			
- Current tax		715,561	288,193
- Deferred tax	12	73,788	81,074
Total Tax Expense		(3,839,979)	(3,724,065)
Profits from continuing operations			
Discontinued operations			
profits from discontinued operations before tax		-	-
Tax expense of Discontinued operations		-	-
Profit from discontinued operations		-	-
PROFIT FOR THE YEAR		(3,839,979)	(3,724,065)

Significant Accounting Policies 1

The Notes referred to above form an integral part of the Balance Sheet.

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

CA Rajasekhar S

For and on behalf of the Board of Directors

Chartered Accountant

Proprietor

M.No.205013

Sd/-

Ashok Kumar Jain

Managing Director
(DIN: 00043840)

Sd/-

Vijay Jain

Director
(DIN: 02321195)

Sd/-

Sameeksha Sharma

Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

MAHAVEER INFOWAY LTD
Consolidated Cash Flow Statement for the Year Ended 31.03.2018

Particulars	2017-2018	2016-2017
Cash Flow From Operating Activity :		
Net Profit for Year carried to B/S	(3,895,040)	(3,435,872)
Adjustments for :		
Provisions for tax	715,561	-
Deferred Tax Income	58,782	81,074
Depreciation	1,482,551	677,564
Finanacial Charges	4,896,839	6,025,839
Interest Received	-	(1,177,576)
Sundry Balances Written Off	21,174	35,292
Preoperaive expenditue	18,430	-
Cash Flow before Working Capital Changes	3,298,297	2,206,321
(Increase)/Decrease in Debtors	(35,539,970)	(2,301,500)
(Increase)/Decrease in stock	15,561,665	(10,239,755)
(Increase)/Decrease in Advances	8,276,951	(2,827,893)
(Increase)/Decrease in otherCurrent Assets	(8,211,257)	(1,502,723)
Increase/(Decrease) in Current Liabilities	3,991,933	19,386,108
Increase/(Decrease) in Trade Payables	1,366,654	-
Cash Flow after Working Capital Changes	(11,255,728)	4,720,559
Less : Tax paid	-	301,533
Add: Refund for the curent year	4,455,795	
Net Cash Flow from Operating Activities before Extrordinary items	(6,799,933)	4,419,026
Less: Sundry Balance Written Off	21,174	35,292
Cash Flow after Extrordinary Items	(6,821,107)	4,383,734
Cash Flow From Investing Activity :		
Sale/(Purchase) of Fixed Assets	(2,685,877)	(1,015,526)
Interest Received	-	1,177,576
Sale/(Purchase) of Investment	(3,562,554)	2,969
Deposit with NSC	-	-
Net Cash Flow from Investing Activities	(6,248,431)	165,019
Cash Flow From Financing Activity :		
Financial Charges	(4,670,451)	(6,025,839)
Secured Loan raised	6,056,284	5,438,261
Unsecured Loans raised/(repaid)	(19,120,322)	(8,822,762)
Borrowings	19,548,992	(2,549,756)
Interest Paid	(226,388)	-
Increase in Share Capital	9,900,000	-
Net Cash Flow from Financing Activities	11,488,115	(11,960,096)

Particulars	2017-2018	2016-2017
Net Cash Flow from Operating Activities	(6,821,107)	4,383,734
Net Cash Flow from Investing Activities	(6,248,431)	165,019
Net Cash Flow from Financing Activities	11,488,115	(11,960,096)
	(1,581,423)	(7,411,343)
Add: Opening Cash and Cash Equivalents	5,500,233	12,911,576
Closing Cash and Cash Equivalents	3,918,810	5,500,233

This is the Cash Flow Statement as referred to in our report of even date

CA Rajasekhar S
Chartered Accountant
Proprietor
M.No.205013

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Jain
Managing Director
(DIN: 00043840)

Sd/-
Vijay Jain
Director
(DIN: 02321195)

Sd/-
Sameeksha Sharma
Company Secretary
(M.No. 51606)

Place: Hyderabad
Date: 28.05.2018

MAHAVEER INFOWAY LIMITED
SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE
FINANCIAL STATEMENTS

Corporate Information

MahaveerInfoway Ltd was incorporated on May 13, 1991 as a private limited company with the name MahaveerLeafin and Holdings Pvt Ltd. The company was promoted by Ashok Kumar Jain, a Seasoned Business Professional with magnitude of experience in Banking, Finance and Business Management Operations.

In February 13, 1996, the company was converted into public limited company by listing the Bombay Stock Exchange and the name was changed to MahaveerLeafin and Holdings Ltd.

In January 7, 2000, the company changed their name from MahaveerLeafin and Holdings Ltd to MahaveerInfoway Ltd and carrying the activities of mobile handset manufacturing and trading under the brand name and style 'ZINK' across the various parts of the country. In addition to this the company also does staffing and software development services.

1. Significant Accounting Policies:

1.1 Basis of Accounting and Preparation of Consolidated Financial Statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2018, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements).

The Consolidated financial statements include the results of the following entities in addition to the MahaveerInfoway limited:

S. No.	Name of the Entity	Nature of Relationship	Ownership
1	Mahaveer Telecom Private Limited	Subsidiary	60%
2	Minfy Technologies Private Limited	Subsidiary	98%

1.2 Use of Estimates

The preparation of consolidated financial statements requires the Management to make estimates and assumptions that are considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize.

1.3 Property, plant and equipment:

- i) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently

recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred.

- ii) An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.
- iii) Property, plant and equipment except freehold land held for use in the providing services, supply or administrative purposes are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold or Leasehold land is stated at historical cost. Leasehold Land acquired by the Company, with an option in the lease deed, entitling the Company to purchase on outright basis after a certain period at no additional cost is not amortized.

1.4 Other Intangible Assets:

- i) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.
- ii) Certain computer software costs are capitalized and recognised as intangible assets based on materiality, accounting prudence and significant benefits expected to flow there from for a period longer than one year.

1.5 Depreciation / Amortization

- iii) Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method

1.6 Revenue Recognition

Revenue is primarily derived from sale of trading goods and software development and related services. Income is recognised on accrual basis unless otherwise stated in these accounts

a) Revenue from Sale of Trading goods:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects sales tax and value added taxes(VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.

b) Revenue from software development services:

Revenue from services is recognised when substantial risks and rewards of ownership is transferred to the service receiver under the terms of the contract.

1.7 Foreign currency transactions

Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations

are included in the Statement of profit and losses resulting from such translations are included in the Statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate relevant at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction

1.8 Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. All investments are stated at cost, i.e., cost of acquisition inclusive of expenditure incidental to acquisition. Income from investments is recognised in the accounts in the year in which it is accrued and stated at gross values.

1.9 Inventories:

Cost of inventories includes cost of purchase; costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Items of inventories are measured at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sale.

1.10 Employee Benefits

a) Short Term Employee Benefits

A short term employee benefit includes salaries and incentives.

b) Defined Contribution Plan

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

1.11 Borrowing Costs

Borrowing Costs include interest and amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing Costs allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset is added to the cost of the assets.

1.12 Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating basic and diluted earnings per share, the net profit/ (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year will be adjusted for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

1.13. Taxes on Income

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

- a) Provision for current taxation has been made in accordance with the income tax laws prevailing for the relevant assessment years.
- b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in the future; however where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.
- c) The Company offsets current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

1.14 Cash flow statement

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

1.15 Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event 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. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognized but are disclosed in the Notes to the Financial Statements. A Contingent asset is neither recognized nor disclosed in the Financial Statements.

1.16 Earningsper Share (EPS)

Particulars	2017-18	2016-17
Net Profit/ (Loss) after taxes for the year (Rs.)	(38,39,980)	(37,24,065)
Weighted average number of Equity Shares of Rs.10 each outstanding during the period (Used for calculation of Basic and Diluted Earnings Per Share)	55,09,000	55,09,000
Earnings per Share Basic and Diluted (Rs.)	(0.69)	(0.68)
Nominal value per share (Rs.)	10	10

1.17 Contingent Liabilities and Commitments

Estimated amount of contracts remaining to be executed on capital accounts and not provided for, net of advances is Rs. Nil

1.18 Investments

The following are the investments held as at 31st March, 2018:

S.No	Particulars	Amount
1	MahaveerSkyScrappers Limited	26,19,000
2	Arihant Optics Ltd	5,00,000
3	Hygrowth Finance	15,000
4	MinfyImpex	-
5	Trimurthy Drugs &Pharma	1,42,50,000
6	Tech MinfyInfo Solutions LLP(Capital)	50,000
7	Lacis Tech Minfy Info Solutions LLP(Capital)	50,000

1.19 Segment Reporting

Consequent to the internal reorganization there were changes effected in there portable industry segments based on the"management approach"as laid down in AS17.

Industry segments for the company are

Mobile-Handsets trading..

Staffing/HR Related Services

IT Software Development

Bitumen Trading

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Allocated expenses of segments include expenses incurred for rendering services from the company's off shore software development centres which are categorized in relation to the associated turnover of the segment

1.20 Related Party transactions

The company has identified all related parties and details of transactions are given below. No provision for doubtful debts or advances is required to be made. No amounts have been written off or written back during the year in respect of debts due from or related parties. There are no other related parties where control exists that need to be disclosed.

a) Names of related parties and description of relationship:

Nature of Relationship	Name of the Related Party
Key Management Personnel (KMP)	Mr. Ashok Kumar Jain Managing Director
	Mr. Rajender Kumar Jain Director
	Mr. Vijay Jain Director
	Mr. Jitendra Bhansali Director
	Mr. Prasanna Dixit Director
	Ms. Sameeksha Sharma Company Secretary
Enterprises where KMP have significant influence	Mahaveer Skyscrapers Ltd

Firm in which Director/ Manager or his relative is a partner	Mahaveer Industries
Private company in which Director/ Manager is a Member or Director	LARR Resources Private Limited
Any other Body Corporate	Tech Minfy Info Solutions LLP Lacis Tech Minfy Info Solutions LLP

b) Summary of Transactions with the above related parties at the end of the respective financial year's are as follows (Amount in Rs.)

Particulars	2018	2017
Investment in Enterprises where KMP have significant influence	26,19,000	26,19,000
Remuneration to KMP	300,000	12,00,000
Rent Paid to relative of KMP	7,20,000	7,20,000
Loans and advances taken from KMP (Interest free loans)	10,121,769	61,87,840
Loans and advances given to KMP (Interest free loans)	-	-
Loans and advances taken from relatives of KMP (Interest free loan)	-	-
Loans and advances given to relatives of KMP	-	-
Investment in Body Corporate	100,000	1,00,000
Loan to Body Corporate	28,68,514	36,52,726

Transactions and outstanding balances in the nature of reimbursement of expenditure incurred by one Company on behalf of the other have not been considered above.

1.21 Taxation

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

Deferred tax - Deferred tax resulting from "timing differences" between book profit and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax assets are recognised only to the extent that there is a virtual certainty that such assets will be realised in future. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

1.22 The company has not having the suppliers who are registered as Micro, Small, Medium Enterprise as on March 31,2018 in terms of provisions of "The Micro, Small, and Medium Enterprises Development Act,2006".

1.23 In the opinion of the Management and to the best of their knowledge and belief realization of current assets and loans and advances are not less than the amount at which they are stated in the Balance Sheet and are subject to confirmation from respective parties.

1.24 Foreign Exchange Inflow

(Amount in Lakhs)

Particulars	2018	2017
Services rendered	82.19	26.64
Total	82.19	26.64

1.25 The management is of the opinion that the carrying amounts of fixed assets and other assets are not less than their respective net realizable values.

1.26 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

CA Rajasekhar S

Chartered Accountant

Proprietor

M.No.205013

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Jain

Managing Director

(DIN: 00043840)

Sd/-

Vijay Jain

Director

(DIN: 02321195)

Sd/-

Sameeksha Sharma

Company Secretary

(M.No. 51606)

Place: Hyderabad

Date: 28.05.2018

MAHAVEER INFOWAY LIMITED

Notes to Consolidated Balance Sheet as at 31st March,2018

Note : 2. Consolidated Depreciation Schedule as per Companies Act, 2013

S. No.	Particulars	GROSS BLOCK				DEPRECIATION				NETBLOCK		
		As on 1.04.2017	Additions	Deletions	As on 31.03.18	As on 1.04.2017	For Current year	Dep Adjustment	As on 31.03.18	As on 31.03.18	As on 31.03.17	
1	Land & Building	1,281,180	11,382,420	-	12,663,600	-	569,121	-	569,121	12,094,479	1,281,180	
2	Plant & Machinery	905,939	777,533	-	1,683,472	520,243	102,845	-	623,087	1,060,385	385,696	
3	Computers	3,397,623	891,142	-	4,288,765	3,290,725	293,461	-	3,584,186	704,579	106,898	
4	Office Equipment	800,637	-	-	800,637	413,654	125,895	-	539,548	261,089	386,983	
5	Furniture & Fixtures	2,404,358	694,885	-	3,099,243	2,033,990	145,293	-	2,179,282	919,961	370,368	
6	Vehicles	2,780,031	-	-	2,780,031	2,323,150	142,684	-	2,465,834	314,197	456,881	
7	Office Renovation	483,550	186,479	-	670,029	24,178	65,606	-	89,784	580,245	459,372	
		12,053,318	13,932,460	-	25,985,778	8,605,939	1,444,904	-	10,050,843	15,934,935	3,447,379	
8	WIP	11,382,420	-	11,382,420	-	-	-	-	-	-	11,382,420	
9	Intangible Assets											
	Soft ware & copyrights	-	135,837	-	135,837	-	37,647	-	37,647	98,190	-	
		23,435,738	14,068,297	11,382,420	26,121,615	8,605,939	1,482,551	-	10,088,490	16,033,125	14,829,799	

MAHAVEER INFOWAY LIMITED

Notes to Consolidated Balance Sheet as at 31st March,2018

3. Non-current investments (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Mahaveer Skyscraper Limited (Equity)	2,619,000	2,619,000
Mahaveer Telecom Pvt Limited (Equity)	300,000	300,000
Minfy Technologies Pvt Ltd	5,800,000	98,000
Arihant Optics Ltd	500,000	500,000
Hygrowth Finance	15,000	15,000
Minfy Impex	-	2,429,025
Tech MinfyLLP Capital	50,000	50,000
Lacis Tech MinfyLLP Capital	50,000	50,000
Trimurthy Drugs & Pharma (equity)	14,250,000	14,250,000
Deposits	250,000	-
A.P.Technology Service	39,580	-
Total	23,873,580	20,311,025

4. Other Non Current Assets (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
NSC	15,000	15,000
Pre operative Expenses	-	32,525
Total	15,000	47,525

5. Inventories (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
(As certified by the management, at cost or net realisable value which ever is less)		
Inventory	21,019,644	39,842,894
Total	21,019,644	39,842,894

6. Trade Receivables (Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017
Less than 6 months		
Sundry Debtors Receivable in Cash or Kind	75,075,391	41,834,983
More than 6 months	2,299,562	-
Total	77,374,953	41,834,983

7. Cash and Bank balances**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Cash and cash equivalents		
-Cash in hand	701,977	1,929,467
-Bank		
In Current Account	2,082,087	3,288,147
In OD	119,747	282,617
- Amount in banks as FD's	1,015,000	-
Total	3,918,810	5,500,231

8. Loans and advances**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Advances recoverable in cash or kind	11,570,908	37,375,444
Other Loan advances		
- Advance income tax and TDS	4,263,932	3,006,145
- Tech Minfy LLP	1,774,247	-
- Lacis TechMinfy Info Solutions LLP	1,094,267	895,000
- Vardhaman Ganesh Pratisthan	2,100,000	-
Total	20,803,354	40,878,589

9. Other Current Assets**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
TDS Receivable	7,653,798	2,478,458
Rental deposit	1,348,000	1,300,000
NSC	10,000	10,000
Electricity deposit	95,785	95,785
Chennai Office Rental Deposit	209,500	-
Delhi Office Rental Deposit	176,000	-
Kolkatta Office Rental Deposit	266,000	-
Advance to staff	147,800	41,260
Perpaid expenses	709,990	113,694
Bangalore Office Rental Deposit	66,300	-
Ratnagiri Security Deposit	20,326	-
Other current assets	3,325,249	3,673,969
Total	14,028,748	7,713,166

10. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
55090000	0	55090000

11. Other Equity

(Amounts in Rs.)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Comprehensive Income	Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (Profit & loss A/c)	Retained Earnings									
Balance at the beginning of the reporting period	-	-	-	-	15,262,096	-	-	-	-	-	-	-	-	-	15,262,096
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	(863,821)	-	-	-	-	-	-	-	-	-	(863,821)
Any other change (to be specified)	-	-	-	-	(3,839,979)	-	-	-	-	-	-	-	-	-	(3,839,979)
Balance at the end of the reporting period	-	-	-	-	10,558,296	-	-	-	-	-	-	-	-	-	10,558,296

12. Computation of Deferred Tax Liability

Particulars	31-March 2018		
	Book Value	Tax Value	Difference
Fixed Assets	16,033,125	16,582,040	(665,472)
Total of Fixed Assets (Deferred Liability)	16,033,125	16,582,040	(665,472)
Total Deferred Assets	-	-	-
Total timing difference	16,033,125	16,582,040	(665,472)
Deferred Tax (Liability) Asset			(202,629)
Deferred Tax (Liability) Asset as at 31.03.2017			(128,841)
Balance to be credited to P & L A/C			(73,788)

13. Borrowings**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Secured loans		
Axis Bank car Loan	461,915	-
SME Loan 917030082003430	9,925,000	-
Cash credit from Axis bank	29,910,447	49,030,769
Unsecured loans:		
Mahaveer Infoway Ltd.	8,026,537	11,906,791
Arun Kumar Bangadia	2,000,000	-
Shalimar Agencies	1,030,288	-
Sulochana Mandana	6,078,114	-
Loan from Directors	10,121,769	6,187,840
Total	67,554,070	67,125,400

14. Trade payable**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Sundry creditors	23,353,791	21,987,137
Total	23,353,791	21,987,137

15. Provisions**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Provision for Expenses	-	120,624
Provision for Salaries	4,080,707	2,687,891
Provision for Statutory Payments	3,474,374	405,148
Other Provisions	144,676	1,013,585
Provision for Income Tax	715,561	288,193
Total	8,415,318	4,515,441

16. Other Current Liabilities**(Amount in Rs.)**

Particulars	As at 31st March 2018	As at 31st March 2017
Tds Payable	2,181,551	111,745
Unearned Revenue	126,333	321,240
Credit card expenses	283,737	-
Shilpee Shankar	85,050	55,000
Ravi Shankar Prasad	99,960	55,000
Professional Fees payable	15,650	34,000
Others Current Liabilities	4,005,849	4,157,823
Service Tax payable	-	1,521,267
Vivek Kothari (Director)	-	450,000
Total	6,798,130	6,706,075

17. Revenue from Operations**(Amount in Rs.)**

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Receipts from Cloud services etc	147,172,750	145,223,136
Less: Sales return	154,673	-
Total	147,018,077	145,223,136

18. Other Income**(Amount in Rs.)**

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest Income	-	1,177,576
Other Income	1,469,306	28,182,472
Discount received	1,229	3,709,978
Miscellaneous Income	293,743	3,268,247
Total	1,764,277	36,338,273

19. Employee Benefit Expenses**(Amount in Rs.)**

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Salaries	41,888,236	31,768,132
Incentives	133,232	5,000
Employee Training & Development Exp.	-	6,650
Contribution to P.F	862,759	623,712
Contribution to E.S.I	-	2,816
Staff welfare expenses	33,326	312,890
Total:	42,917,553	32,719,200

20. Other Expenses**(Amount in Rs.)**

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Travelling Expenses	4,064,725	644,516
Office Rent	3,019,074	1,156,973
Professional Fees & Consultancy charges	7,737,678	185,200
Staffing Expenses	4,841,033	-
Bad Debt	1,137,222	3,675
Other expenses	1,667,806	9,167,226
Soft ware expenses	1,472,018	-
Telephone Charges	521,887	475,183
Business Promotion Expenses	305,720	257,585
Repairs & maintenance	287,509	261,778

Electricity Charges	530,762	302,914
Office Maintenance	232,344	1,102,427
Bank Charges	384,512	350,175
Office Expenses	248,538	81,891
AWS Services	510,073	257,741
Legal & Consultancy Charges	187,327	75,000
Annual charges	390,083	335,133
Rates & Taxes	136,588	511,797
Miscellaneous Expenses	395,937	2,170
Interest on Service Tax	133,615	85,038
Internet & IT Expenses	126,531	19,327
Interest on TDS	266,403	16,623
Systems Rent	196,211	14,000
Audit Expenses	65,455	82,730
Printing & Stationery	49,524	104,914
Postage & Courier	27,671	30,928
Web Hosting Charges	11,931	3,277
Insurance	10,902	90,193
DTH & other related Exp. (Vediocon & Reliance)	-	26,178,000
Pre opeartive expenses	18,430	-
Event expenses	788,817	-
Guest house expenses	106,310	-
Advertising expenses	89,171	-
Statutory expenses	65,769	-
Professional taxes	7,500	-
Domain Name Expenses	3,393	-
Total:	30,038,470	41,796,414

21. Finance Cost

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest on Loans	4,896,839	6,643,689
Total:	4,896,839	6,643,689

CA Rajasekhar S

For and on behalf of the Board of Directors

Chartered Accountant

Propreitor

M.No.205013

Sd/-

Ashok Kumar Jain

Managing Director
(DIN: 00043840)

Sd/-

Vijay Jain

Director
(DIN: 02321195)

Sd/-

Sameeksha Sharma

Company Secretary
(M.No. 51606)

Place: Hyderabad

Date: 28.05.2018

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65910TG1991PLC012704

Name of the company: Mahaveer Infoway Limited

Registered office: 7-1-24/2/C, 301/A, Dhansi Surabhi Complex,
Greenlands, Ameerpet, Hyderabad - 500016. Telangana

Name of the member(s) :

Registered Address :

E-mail Id :

Folio No./Client Id :

DP ID :

I / We, being the Member(s) of _____ share of Mahaveer Infoway Limited, hereby appoint

1. Name: _____

Address: _____

E-mail ID: _____ Signature _____ or failing him

2. Name: _____

Address: _____

E-mail ID: _____ Signature _____ or failing him

3. Name: _____

Address: _____

E-mail ID: _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting** of the Company, to be held on **Thursday, the 27th day of September, 2018 at 10.30 A.M.** at 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana – 500016 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of Financial Statements (Standalone and Consolidated) for the Year Ended 31st March, 2018.
2. Appointment of Mr. Rajender Kumar Jain(DIN: 03093801) as Director who retires by rotation.
3. Appointment of Mr. Jeetendra kumar Bhansali (DIN: 02894546) as Director who retires by rotation.
4. Appointment of Mr.S.Rajashekar, Chartered Accountant, Hyderabad as Statutory Auditors in place of retiring auditors
5. Re-appointment of Mrs. Allola Neelima Reddy as Independent Director of the Company
6. Re-appointment of Mr. Budhi Prakash Toshniwal as Independent Director of the Company
7. Re-appointment of Mr. Vinit Maharia as Independent Director of the Company
8. Amendment of Main Objects of the Company.

Signed this day of..... 2018



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order 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.

MAHAVEER INFOWAY LIMITED

7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet,
Hyderabad - 500 016. Telangana

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the **27th Annual General Meeting** of the members to be held on **Thursday, the 27th day of September, 2018 at 10.30 A.M.** at 7-1-24/2/C, 301/A, Dhansi Surabhi Complex, Greenlands, Ameerpet, Hyderabad, Telangana – 500016 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

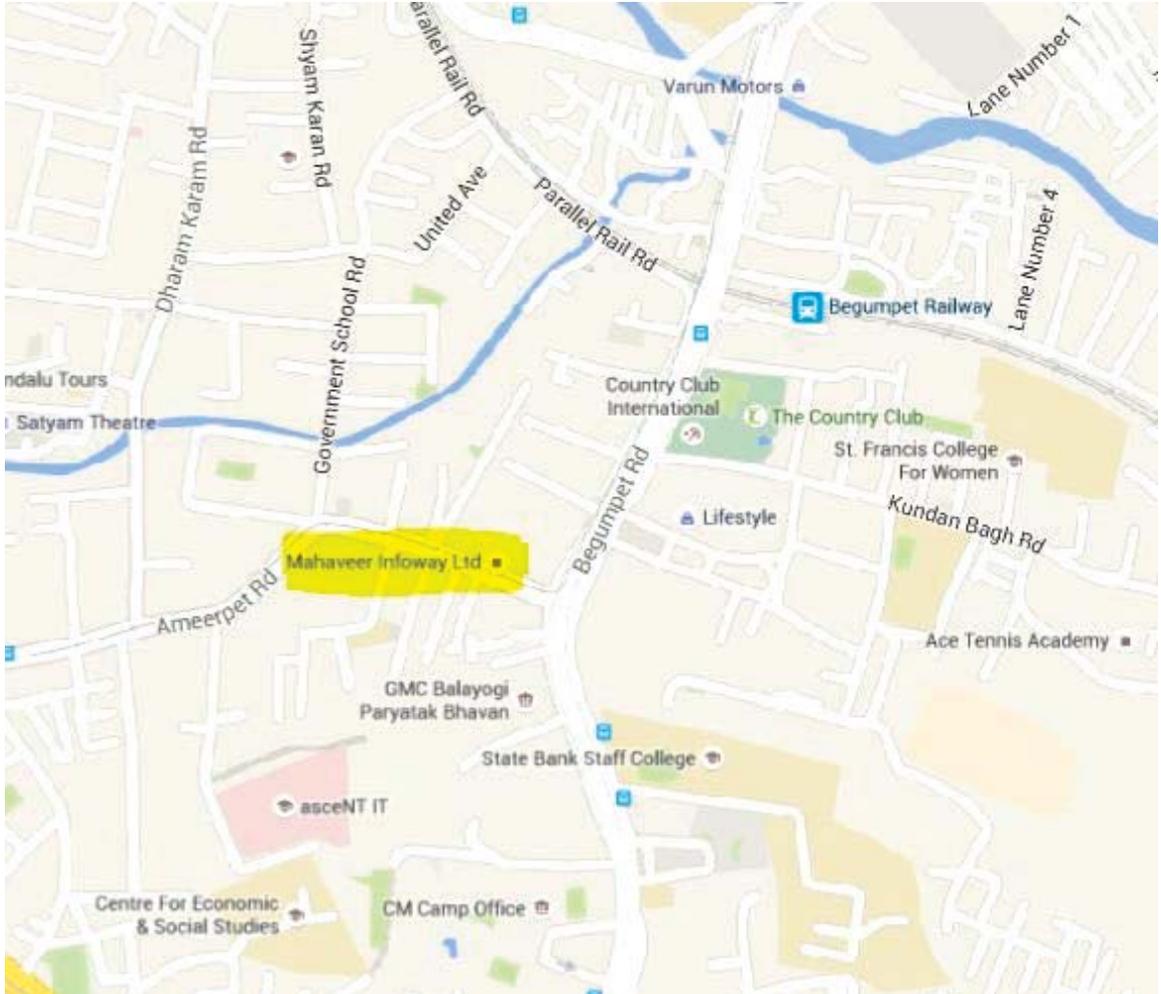
Shareholders/Proxy's full name _____ (In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

"ROUTEMAP OF PLACE OF MEETING"



Mahaveer
Infoway Ltd

7-1-24/2/C, 301/A, Dhansi Surabhi Complex,
Greenlands, Ameerpet, Hyderabad - 500 016.



Subsidiaries :

M/s. MAHAVEER TELECOM PRIVATE LIMITED

M/s. MINFY TECHNOLOGIES PRIVATE LIMITED

(Formerly known as Mahaveer Projects Private Limited)

www.minfy.com

Head Office:

MAHAVEER INFOWAY LIMITED

**7-1-24 / 2 / C, 301 / A, Dhansi Surabhi Complex,
Greenlands, Hyderabad - 500 016, Telangana**

Branches :

Banglore | Hubli | Chennai | Kolkata