

Corporate Governance Report (Forming part of the Board Report for the year ended 31st March, 2019)

As required under Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015") the details of compliance by the Company with the norms on Corporate Governance are as under:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Shyama Infosys Ltd philosophy on Corporate Governance aims to build integrity, emphasis on quality services and transparency in its dealing with all stakeholders. Your company continues to focus its strength, strategies and resources to become a truly global financial service provider. It is the earnest endeavor of the Company to have focus on Corporate Governance by increasing accountability and transparency to its shareholders, bankers, customers, employees other associated persons and the society as a whole. The company's policy is reflected by the values of transparency, professionalism and accountability. The company constantly strives towards betterment of these aspects and thereby perpetuates and maintains excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. We believe that Corporate Governance is a journey to constantly improving sustainable value creation and is an upward moving target.

2. BOARD OF DIRECTORS :

The Board of Shyama Infosys Ltd comprises of eminent members with a balanced composition of executive and non-executive directors, including Independent Directors. The composition of the Board of Directors is in conformity with the Regulation 17 of the Listing Regulations, 2015. The Board of Directors comprises of highly professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The Chairman of the Board is an Executive Director. MS Swati Garg has been appointed as Director complying the rule to have one women director in Board and she is also the CFO of the company

As on 31st March 2019, the composition of board consists of the following members:

Category	No. of directors
Independent Directors	5
Non-Executive Director	3
CFO	1
Executive Director (including Chairman & MD)	1
Total Board Members	5

Meetings, attendance and proceeding of Board meeting :

During the year under review, 15 (Fifteen) meetings of the Board were convened and held on the following dates: 20th April 2018, 7th May 2018, 29th May 2018, 15th June 2018, 20th July 2018, 3rd August 2018, 29th August 2018, 29th September 2018, 22nd October 2018, 3rd November 2018, 8th December 2018, 30th January 2019, 13th February 2019, 28nd February 2019, and 26th March 2019 with a maximum gap of one hundred and twenty days between any two meeting . The dates of the meeting were decided well in advance and are well conducted with structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting. In case of urgency of business items, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for ratification / approval. Apart from the Board members, the Company Secretary is also invited to attend all the Board Meetings.

Details of Attendance at the board meetings and AGM of Directors for 2018-2019 are given below:

Name of Director	No. of Meetings		Attendance at the AGM
	Held	Attended	Held on 29.09.2018
Mukesh Kumar Agarwal	14	14	Yes
Rakesh Bajaj	14	14	Yes
Pradip Dey	15	15	Yes
Swati Garg (CFO)	15	15	Yes
Samir Biswas	15	15	Yes
Gobinda Majumder	15	15	Yes
Naru Shah	1	1	N.A.

Directors Resigned /Retired during the year :

During the year the Company have accepted the resignation of Mr. Rakesh Bajaj (DIN 01867134) and Mr. Mukesh Kumar Agarwal (DIN 0222534), disqualified director u/s 164 of Companies Act 2013 and have resigned them from the Board w.e.f. 26.03.2019.

To appoint Mr. Naru Shah (DIN 07862860) as Director of the Company who was appointed as additional Director of the Company dated 26th March 2019.

Induction & Training of Board Members:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director on the Company's business and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company may engage outside experts/consultants for presentation and discussion with the Board members.

3. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL :

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company. All the Board members and senior management personnel have confirmed compliance with the code.

4. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL : PREVENTION OF INSIDER TRADING CODE:

The Company has a Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per the Requirement of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018. All the Directors, Senior Managerial Personnel and other employees who could have access to the unpublished price sensitive information of the Company are governed by the said Code of Conduct for Prohibition of Insider Trading. The trading window is closed during the time of declaration of results and occurrence of any material events as mentioned in the Code itself. During the year under review, there has been due compliance with the said Code.

5. COMMITTEES OF THE BOARD**A. Audit committee:**

The Audit committee of the Company has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Audit Committee of the Company consists of 3 directors. During the year under review, 4 Audit Committee Meetings were held .

The composition of the Audit Committee and the attendance of each director at this meeting was as follows:

Sr. No.	Members of Audit Committee	No. of meetings attended
1	Pradip Dey	4
2	Rakesh Bajaj	4
3	Mukesh Kumar Agarwal	4

Audit Committee is responsible for reviewing with the management the annual financial statement before submission to the Board. The main function of audit Committee is to supervise the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct.

B. Nomination and Remuneration Committee (Formerly known as Remuneration Committee)

As per Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has set up a Nomination & Remuneration Committee whose roles are: i) Formulation of criteria for determining qualification, positive attributes and independence of a director and recommends to the Board a policy relating to the remuneration of directors, key managerial persons and other employees. ii) Formulation of criteria for evaluation of Independent Director and the Board. iii) Identifying persons who are qualified to become directors and who may be appointed in the senior management. iv) Devising a policy on Board diversity.

Composition and meeting details:

As on 31st March 2019, the Nomination and remuneration committee consist of the following non-executive members. The chairman being the Independent Director. The board in their meeting held on 10th February 2019, reconstituted its Nomination & Remuneration committee. The committee met four times in the year 2018-2019.

Sr. No.	Members of Audit Committee	No. of meetings attended
1	Samir Biswas	4
2	Rakesh Bajaj **	3
3	Mukesh Kumar Agarwal **	3
4	Naru Saha	1
5	Gobinda Mazunder	1

** Since resigned.

Remuneration to KMP and SMP

During the financial year 2018-2019 no payment as remuneration / compensation/ commission etc. to any directors.

Performance Evaluation :

During the year, the Board adopted a formal mechanism for evaluating its annual performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process, whereby a structured questionnaires were prepared covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

C. Stakeholder's Relationship Committee:

The Company has set up its Shareholders'/ Investors' Grievance Committee in 2001. The committee deals with the various matters relating to transfer/ transmission of shares/ debentures, issue of duplicate share certificate, review of shares dematerialised and all other related matters, monitors expeditious redressal of investors' grievances, all other matters related to shares/ debentures

The Committee met as and when required in the financial year.

The composition of the committee as at 31st March, 2019 is as under :

Members of Share Transfer and Investors Grievance

1. Gobinda Mazumder
2. Naru Saha
3. Pradip Dey

Compliance Officer: Mr. Samir Biswas, the Director of the company is the Compliance Officer of the Company.

The status of investors Queries/ complaints/ grievances received during the year is as under :

No. of investors' queries/ complaints received during the year ended 31 st March, 2019	Pending at the end of the year	No. of pending share transfers
NIL	NIL	NIL

D) Risk Management:

The company is not required to formulate the Risk management committee but pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, agreement the company has laid down a well defined risk management mechanism covering the risk analysis, risk exposure and risk mitigation process. The company has already in place its the Risk management policy, which carries out to identify, evaluate, manage and monitor the business and non business risk. The board periodically reviews the risk and suggests steps to be taken to control and mitigate the

same. The policy identifies and assesses the key risk area, monitor and report compliance and effectiveness of the policy and procedure. The purpose of this policy is to address unanticipated and unintended losses to the human resources, financial assets and property of the Organization without unnecessarily limiting the activities that advance the Organization's mission and goals. The following broad categories of risks have been considered in our risk management framework:

- I. To continuously thrive for available risks in the Organization which directly or indirectly effect the functioning of the organization.
- II. To ensure the protection of rights & values of Shareholders by establishing a well organized Risk Management Framework.
- III. Selecting, maintaining and enhancing the risk management tools used by the Program to provide analyses that inform and support the investment actions of the entire Organization.

Market Risk: Risks emanating out of the choices we make on markets, resources and delivery model that can potentially impact our long-term competitive advantage.

Operational Risk: Risks inherent to business operations including those relating to client acquisition, service delivery to clients, business support activities, information security, physical security and business activity disruptions.

Interest Risk: Interest rate risk is the risk where changes in market interest rates might adversely affect an NBFC's financial condition.

Credit Risk : Ownership structure could have a key influence on an NBFC's credit profile in that a strong promoter and strategic fit with the promoter can benefit an NBFC's earning, liquidity and capitalization, and hence its credit profile.

Liquidity Risk: Measuring and managing liquidity needs are vital for effective operation of company. The importance of liquidity transcends individual institutions, as liquidity shortfall in one institution can have repercussions on the entire system.

Human Resource Risk: Human Resource adds value to the entire company by ensuring that the right person is assigned to the right job and that they grow and contribute towards organizational excellence.

Regulations and compliance: The Company is exposed to risk attached to various statutes and regulations.

6. GENERAL BODY MEETINGS :

Location and time where last three AGMs were held.

Year	Date	Place	Time
2018	29-09-2018	B-6, Hema Industrial Estate, Sarvodaya Nagar, Joeshwari East, Mumbai – 400060	11:00 A.M.
2017	18-09-2017	B-6, Hema Industrial Estate, Sarvodaya Nagar, Joeshwari East, Mumbai – 400060	11:00 A.M
2016	25-09-2016	B-6, Hema Industrial Estate, Sarvodaya Nagar, Joeshwari East, Mumbai – 400060	11:00 A.M

7. DISCLOSURES :

a) Related Party transaction :

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties viz. Promoters, Directors or the Management, or their relatives during the financial year that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

There are no pecuniary relationships or transactions of Nonexecutives Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

b) Strictures & Penalties:

No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c) Compliance With Accounting standards:

The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.

d) Whistle blower policy and its affirmation:

The Board and Audit committee in their meeting held, has duly established, reviewed & approved a mechanism for employees & directors to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct. It also provides for adequate safeguards against victimization of employees & directors who avail of the mechanism, and also allows direct access to the Chairperson of the audit committee in exceptional cases. The company has framed a Whistle Blower Policy / Vigil mechanism to deal with instances of fraud and mismanagement, if any. We affirm that no employee of the Company was denied access to the Audit Committee.

As per the requirement of the clause, Mr. Pradip Dey, Director has affirmed that there stood no complaint in regard to the said clause.

e) The Company has complied with all the requirements of Corporate Governance of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

f) Business risk evaluation and management is an ongoing process within the company. The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

h) Director Certification:

As required under the Provision 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Samir Biswas, MD and Mr. Pradip Dey, Director, certify to the Board that: that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

i) Compliance with Mandatory requirements and adoption of the non –mandatory requirements of this clause:

Pursuant to said clause, all mandatory requirements are disclosed herein the report further board has also fulfilled the non mandatory requirement in connection with the following:

- The Auditors have expressed qualification in their report for the year ended 31st March 2019.
- The Internal auditor reports to the Audit Committee.

j) Policy against Sexual and Workplace Harassment

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company believes to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment due to such cases. The Company has put in place a 'Policy on Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his / her complaint to the Redressal Committee formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year. There has no case placed before the committee.

k) Familiarization program for Independent Directors:

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company has conducted the familiarisation program for Independent Directors appointed during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business, its strategies, industry dynamics and its growth plan and to assist them in performing their role, responsibilities & duties as Independent Directors of the Company.

l) Reconciliation of Share Capital Audit:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates, on half-yearly basis, have been issued by a Chartered Accountant -in-Practice for due compliance of share transfer formalities by the Company.

The Chartered Accountant-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India)

Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

8. Means of Communication :

The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid results are sent to the stock exchanges where the company shares are listed and traded as soon as approved by board.

The Company also informs by way of intimation to exchanges where the shares of the company are listed and traded all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.

The quarterly, half yearly and Annual Financial Results of the company are published in the newspaper in India and posted on the website of the company www.shyamainfosys.in. The quarterly, half yearly, Annual Financial Results and other statutory filings are submitted with Stock Exchanges in accordance with the Listing Agreement and also posted with the Stock Exchanges through their online filing system.

New and press release as available are posted on the website of the company, during the year under review there were no such new release.

As the company does not have any institutional investors and angel investors, so the said clause is not applicable and will be complied if in the course of action it attracts.

The Annual Report is circulated to all members, and is also available on the Company's website. The Annual Report of the Company for the financial year ended on 31st March 2019 shall be emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per section 136 of the Companies Act, 2013 and Rule 11 of the Company (Accounts) Rules, 2014. For other members, who have not registered their email addresses, the Annual Report shall be sent at their registered address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

The Management Discussion and Analysis Report forms a part of the Annual Report.

In case of appointment or re-appointment of a Director, members are provided a brief resume of the Director, the nature of his / her expertise in specific functional areas, the names of companies in which he / she holds Directorship, and membership of committees of the Board. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of Directors seeking appointment /reappointment are given in the Explanatory Statements to the Notice of the ensuing Annual General Meeting.

The Auditors' Certificate of Corporate Governance is annexed with the Directors' Report and shall be sent to the stock exchange along with the Annual Report filed by the Company.

The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint. During the year, the Company has not received any investor complaints through SCORES.

9. GENERAL SHAREHOLDER INFORMATION :

a. Annual General Meeting

Date & Time	30 th September 2019 at 11:00 A.M.
Venue	3 rd Floor, Plot-395/397, Ruia Building, Kalbadevi Road, Dabhool Kaewadi, Mumbai-400002

b. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2019	End of July 2019
Financial reporting for the quarter ending September 30, 2019	End of October 2019
Financial reporting for the quarter ending December 31, 2019	End of January 2020
Financial reporting for the quarter /year ending March 31, 2020	End of May, 2020
Annual General Meeting for the year ending 31 st March 2020	Last Week of September 2020

- c. Date of Book closure : 23rd September 2019 to 29th September 2019
- d. Dividend Payment Date : No dividend has been recommended by the Board
- e. Listing on Stock Exchanges : Bombay Stock Exchange Ltd.
The Calcutta Stock Exchange Association Ltd.
- f. Listing fees paid : CSE outstanding
- g. Market Price data : There were no trading in the Script.
- h. Registrar and Transfer Agents : Niche Technologies Limited, Kolkata

i. Distribution of shareholding as on 31st March, 2019 :

No. of Equity Shares held	No. of shareholders		No. of shares held	% held
	holding shares	%		
1-500	478	53.89	189700	1.86
501-1000	223	25.14	198900	1.98
1001-2000	47	5.30	733000	0.73
2001-3000	22	2.48	56900	0.57
3001-4000	11	1.24	39900	0.40
4001- 5000	17	1.92	81900	0.81
5001 – 10000	18	2.03	146600	1.46
10001 and above	71	8.00	9280200	92.21
Total	887	100.00	10064400	100

j. Dematerialisation of Shares and Liquidity:

Trading in the securities of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI)

k. Details of use of public funds obtained in the last three years : No funds have been raised from the public in the last 3 years.

l. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on equity : N.A.

m. Plant Locations : N. A.

n. Investors Correspondence :
For Investor's correspondence and queries, investors can write to the Company's Registered Office at

The Compliance Officer

Shyama Infosys Ltd

3rd Floor, Plot-395/397, Ruia Building Kalbadevi Road, Dabhol Kaewadi, Mumbai – 400 002

For and on behalf of the Board of Directors

Signing as per Board
resolution passed
Place : Mumbai
Date : 29.05.2019

DECLARATION ON CODE OF CONDUCT

I, SAMIR BISWAS, Director of SHYAMA INFOSYS LIMITED having its Registered Office at 3rd Floor, Plot-395/397, Ruia Building Kalbadevi Road, Dabhol Kaewadi, Kalbadevi, Mumbai – 400 002 hereby declare that the Company has formulated a code of conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed compliance of the code for the Financial Year 2018-19.

SAMIR BISWAS
(DIRECTOR)
DIN 07834496

Place: Mumbai
Date: 29.05.2019

CERTIFICATION BY DIRECTOR

We hereby certify that for the financial year, ending 31st March 2019. On the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that: -

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
 - a. there have been no significant changes in internal control during this year.
 - b. there have been no significant changes in accounting policies during this year.
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system

PRADIP DEY
Director

SAMIR BISWAS
Managing Director

Place: Mumbai
Date: 29.05.2019

To

The Members of SHYAMA INFOSYS LIMITED

AUDITORS' CERTIFICATE

We have examined the Compliance of the conditions of Corporate Governance by **SHYAMA INFOSYS LIMITED** for the year ended 31st March, 2019 as stipulated in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanation given to us, we certify that the company has, in all material respect, complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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.

For J N AGARWAL & CO
Chartered Accountants

JYOTI AGARWAL
(Partner)
M. No: 061301
FRN: 325111E

Place: Kolkata
Date: 29.05.2019

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development – Overview

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier-II capital base.

Opportunities, threats, risks and concerns

The economy is expected to continue with GDP growth rate in the current year. The increased thrust on the infrastructure sector, including power, roads, telecom etc. will continue to provide excellent investment opportunities in the future. Moreover, the growth of the service sector presents new opportunities for the financial services industry in India.

Your Company faces stiff competition from Nationalised, Foreign and Private Banks due to its ability to grant loan at a considerably low rate of interest.

The Company has its own specific risks that are particular to its business and its environment within which it works including fluctuation of interest rates, economic cycle etc. Your company manages this risk by maintaining prudent and commercial business practices and a comprehensive Risk Management Policy.

Future Outlook

Your Company intends to invest in businesses related to infrastructure, telecommunication, software etc. in the coming years since it sees growth in these areas. It will definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mood than the previous few years and with our efforts we can look forward to a prosperous year for the company.

Internal Control systems and their adequacy

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure:

That all assets and resources are used efficiently and are adequately protected;

That all internal policies and statutory guidelines are complied within letter & spirit; The accuracy and timing of financial reports and management information.

Financial operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India.

Material Development in Human Resources / industrial relations/ number of people employed.

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The Company recognizes the importance and contribution of its Human resources towards its growth and development and is committed to the development of its people.

Cautionary statement

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.